

ULTIMATE SPIDER-MAN®

ISSUE
40

AVERAGE BEAR



**BENDIS
BAGLEY
THIBERT**

MARVEL®

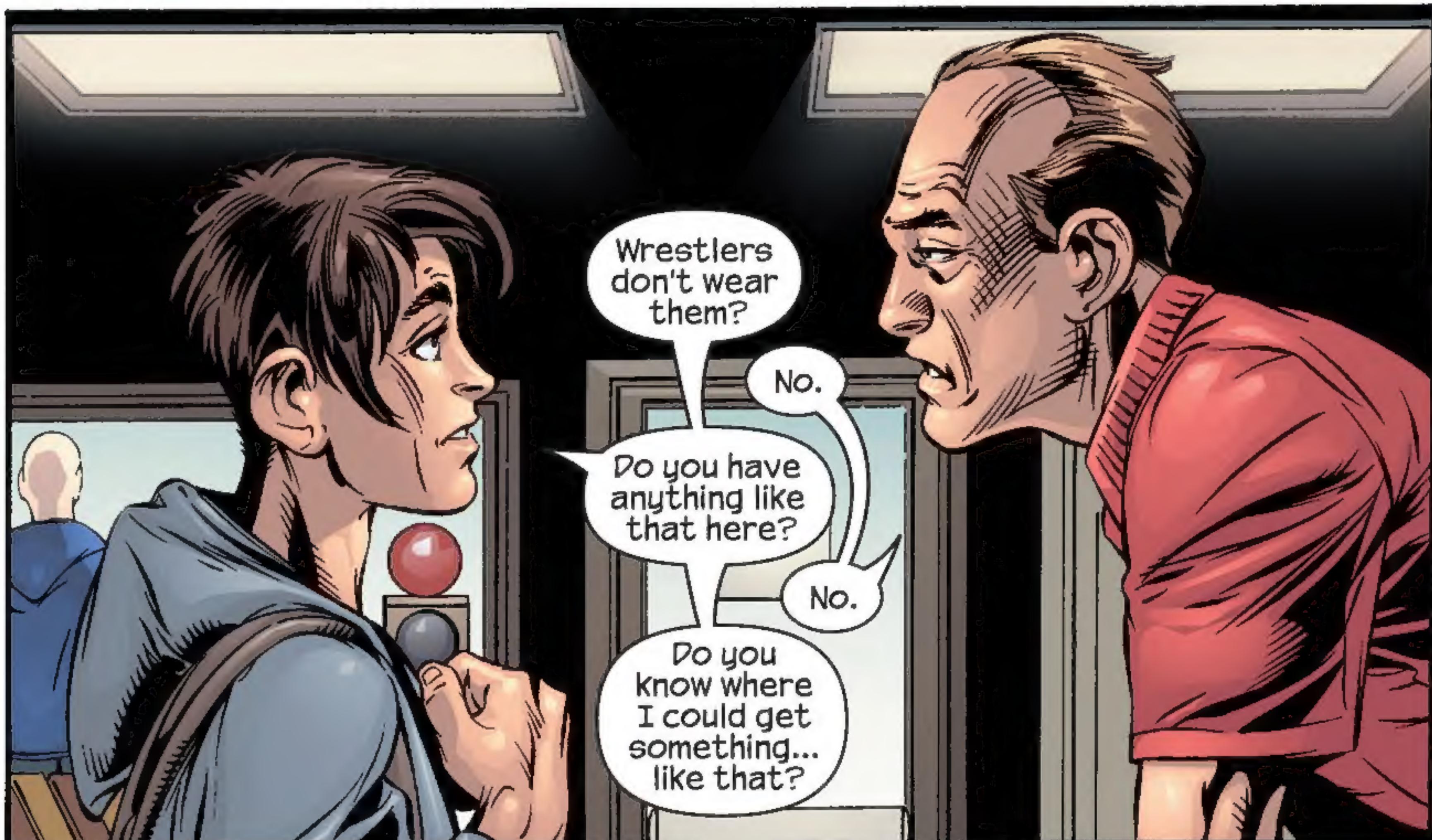
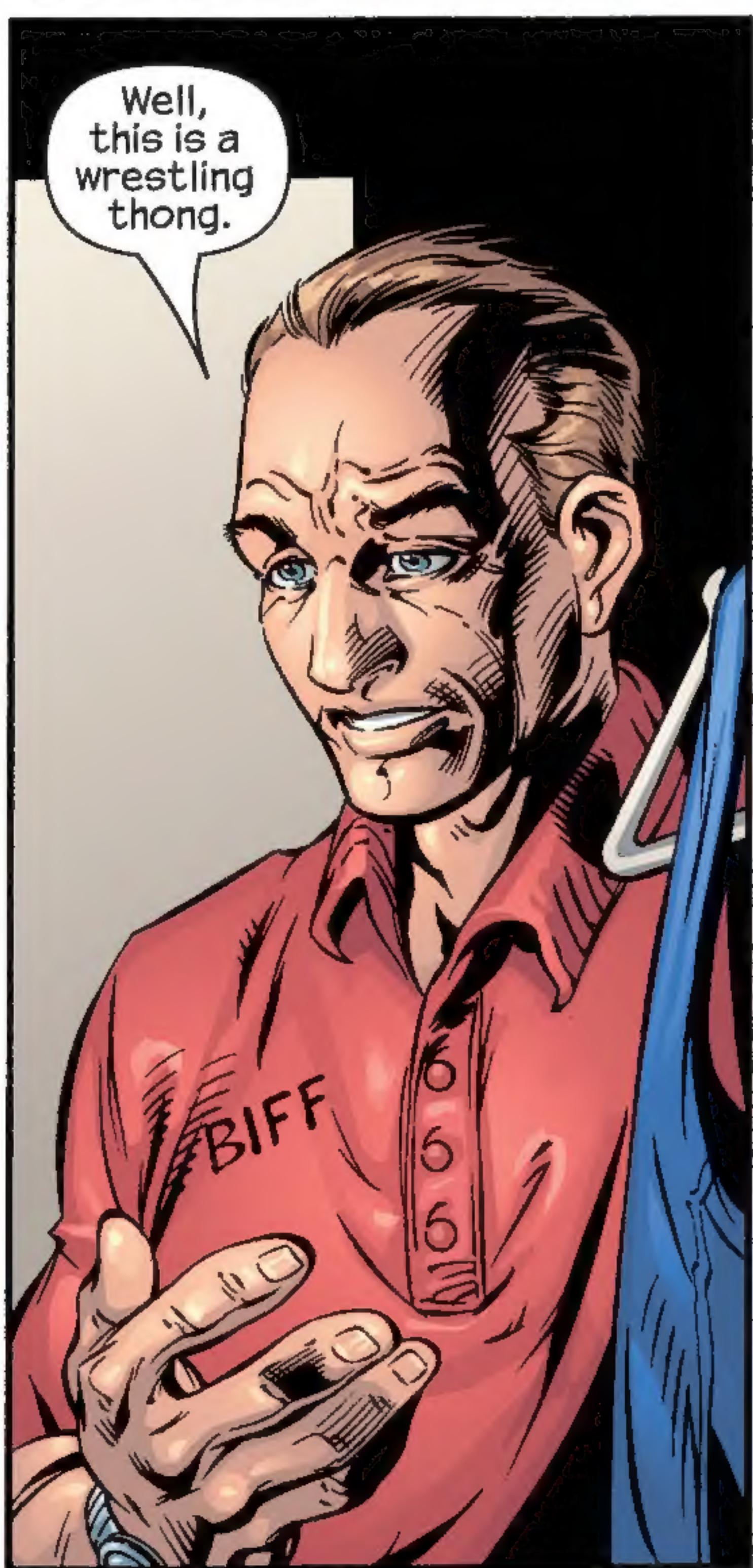
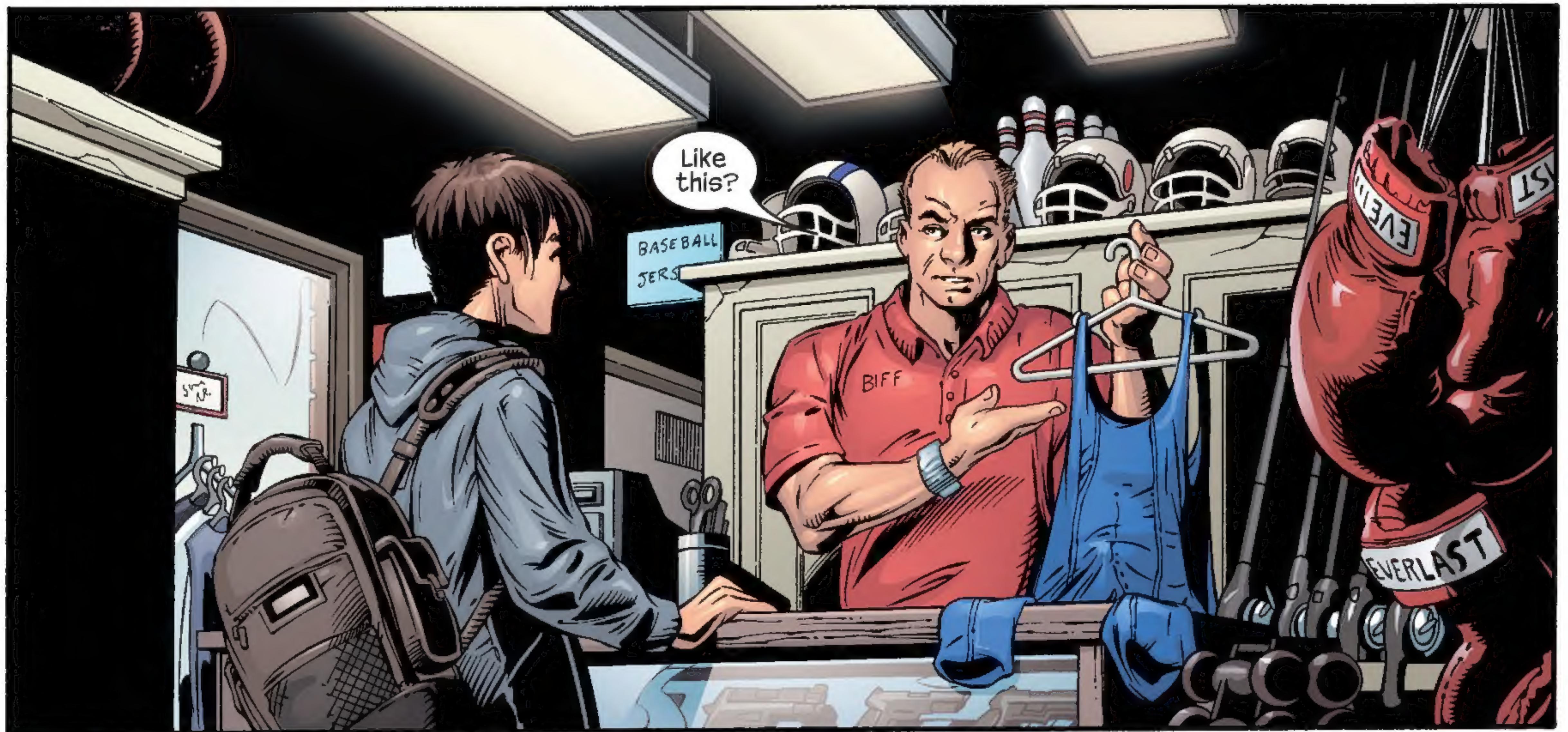
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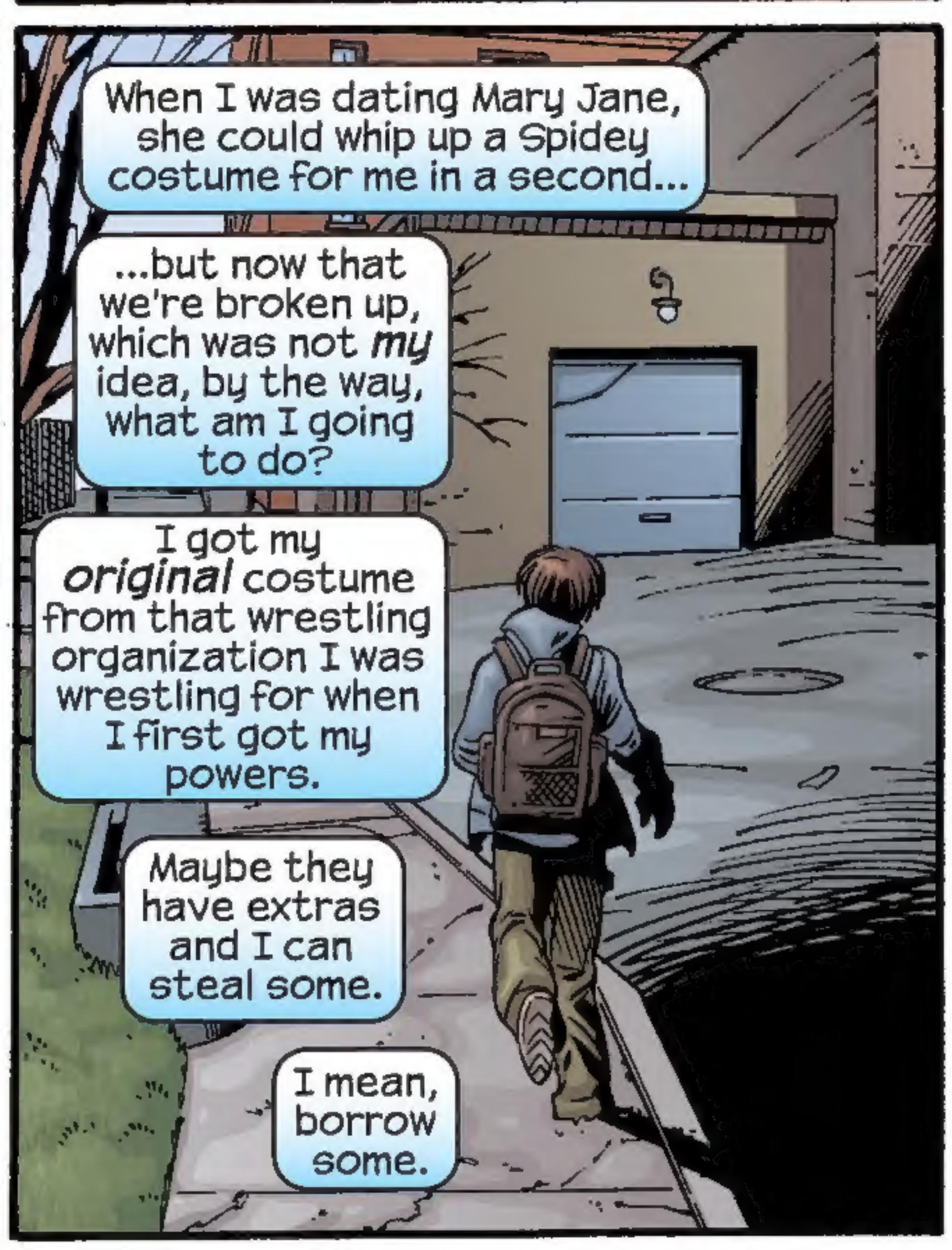
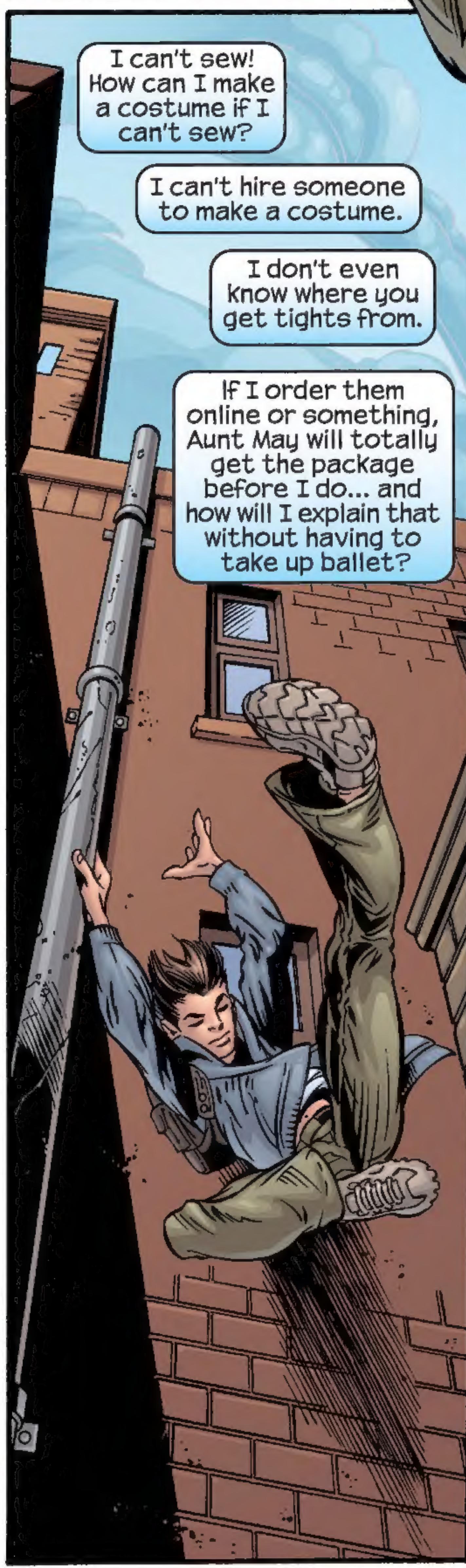
70 YEARS OF MARVEL COMICS

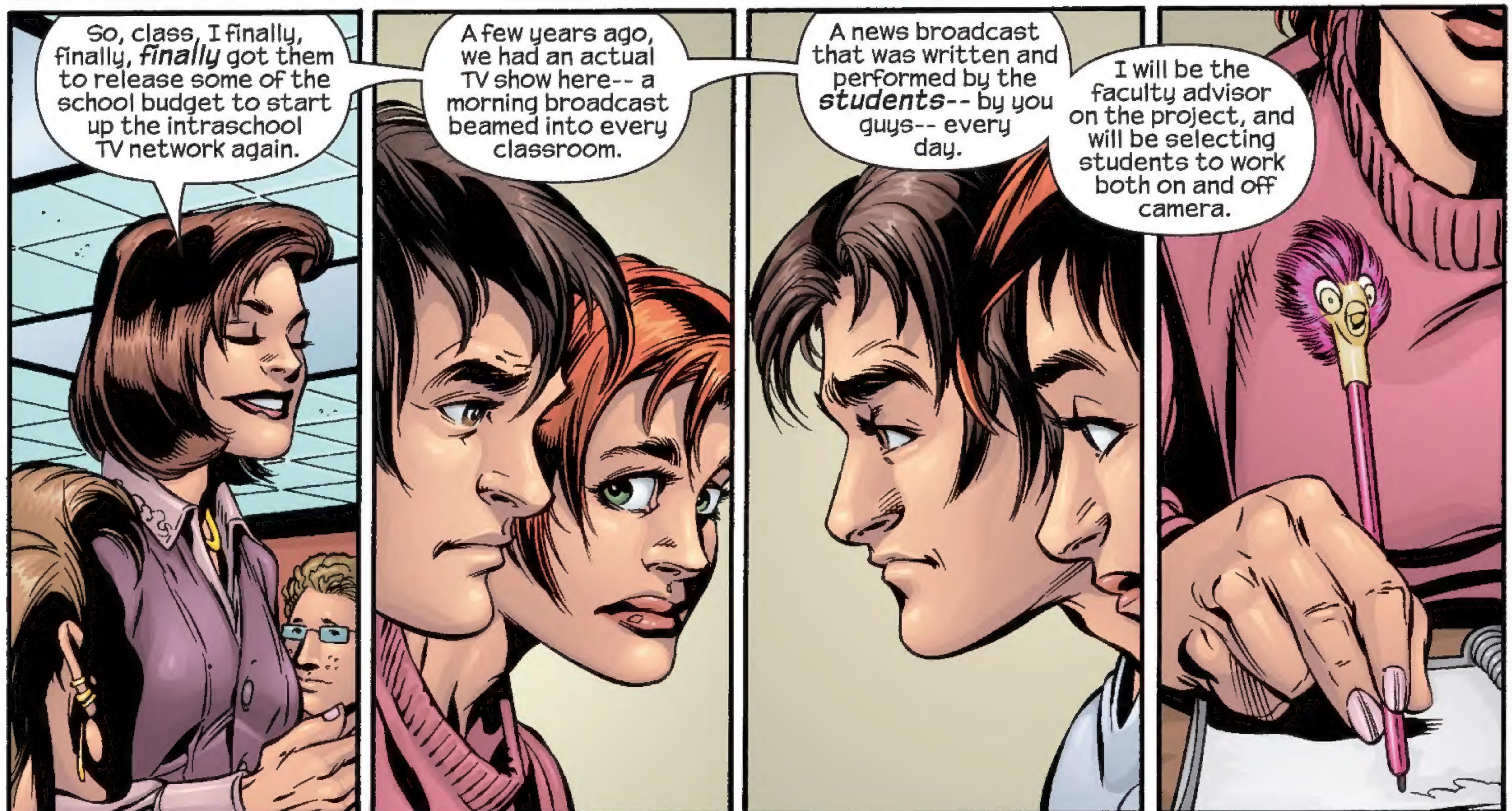
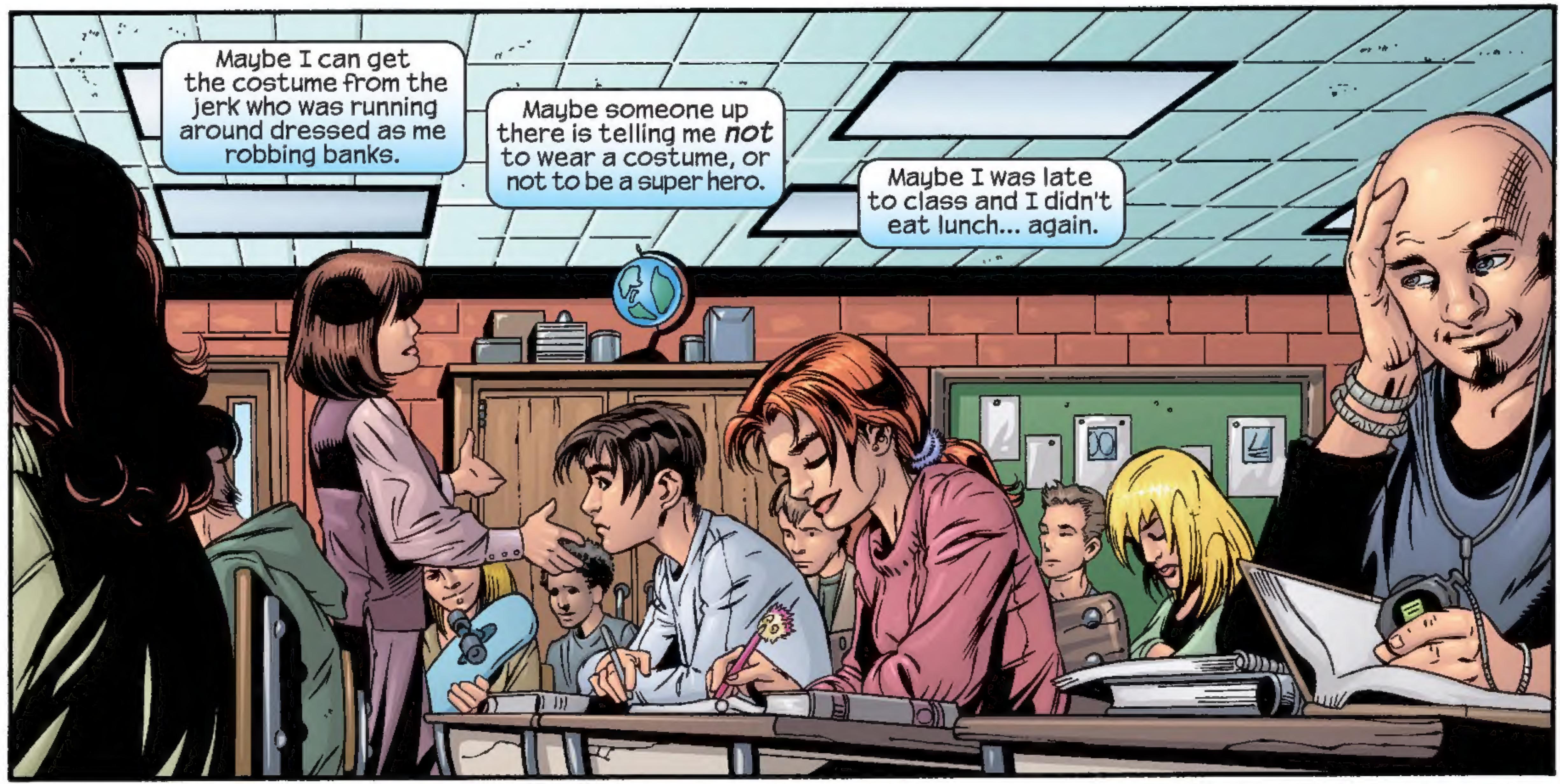
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70 YEARS
OF
MARVEL
COMICS







People will be selected by academic merit.

So if your grades are up and you want to be on camera...

...or if you want to be involved in the production itself, sign up.

This will be, as you kids say, pretty cool.

WHAT'S THE MATTER?

Okay, next let's go to the books.

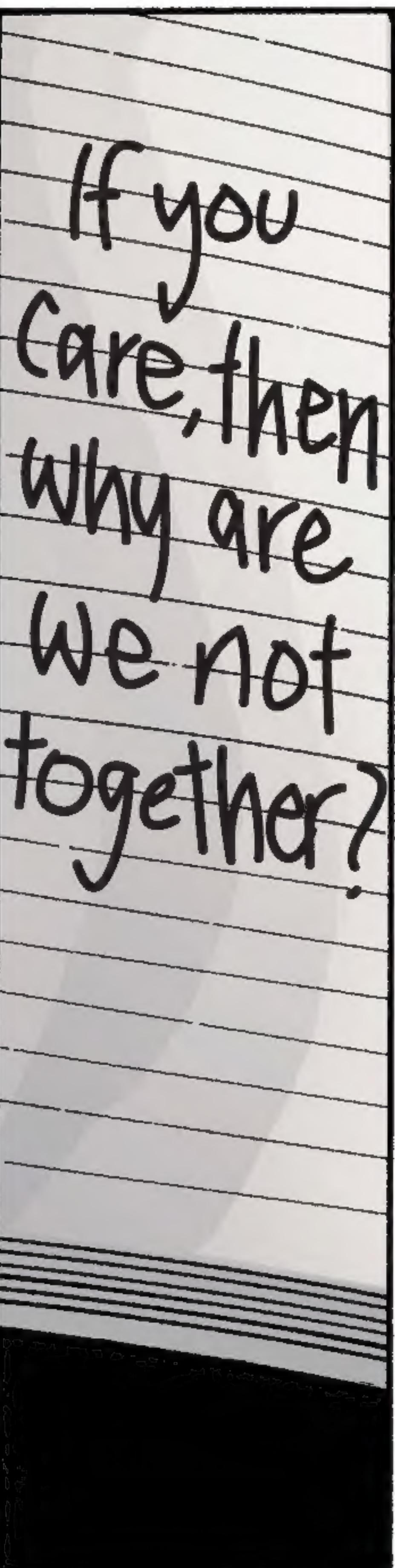
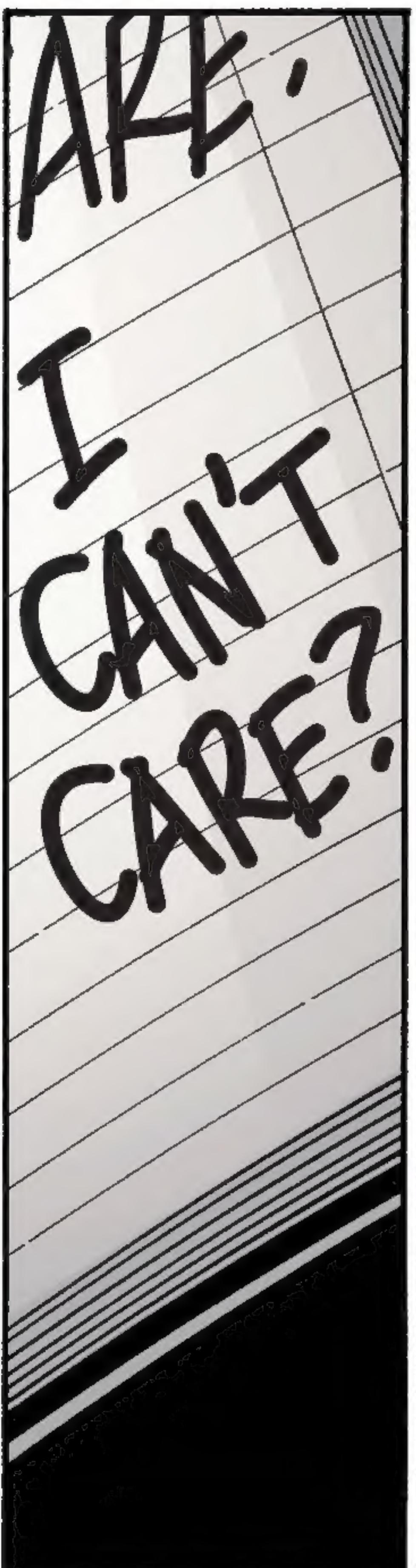
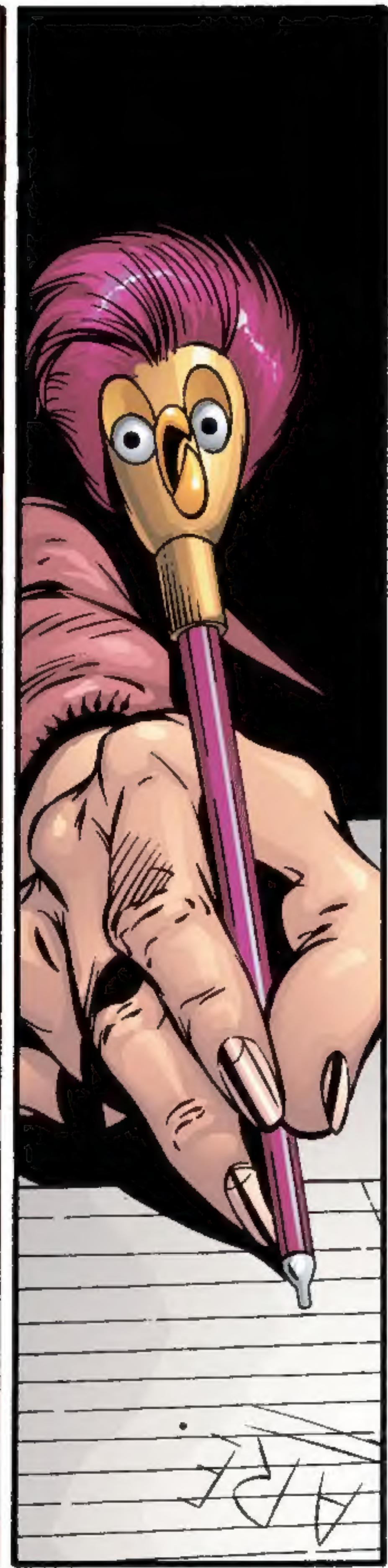
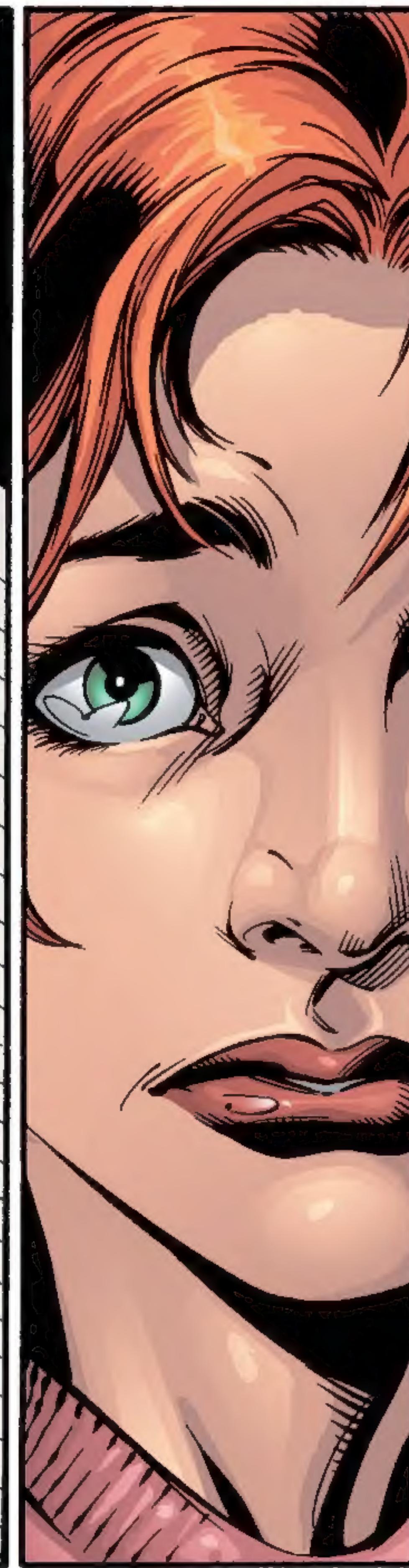
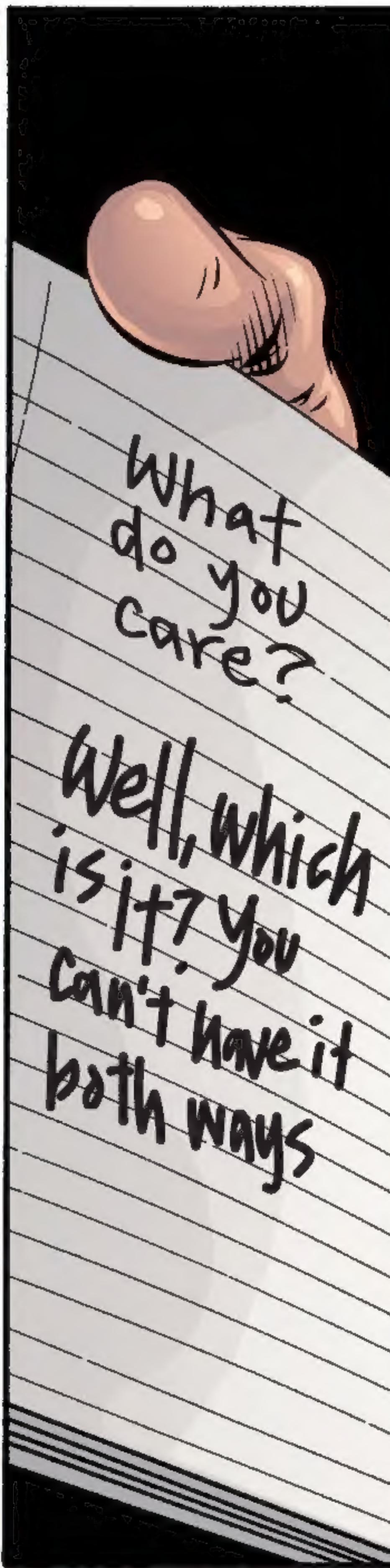
I gave you a few chapters for over the weekend.

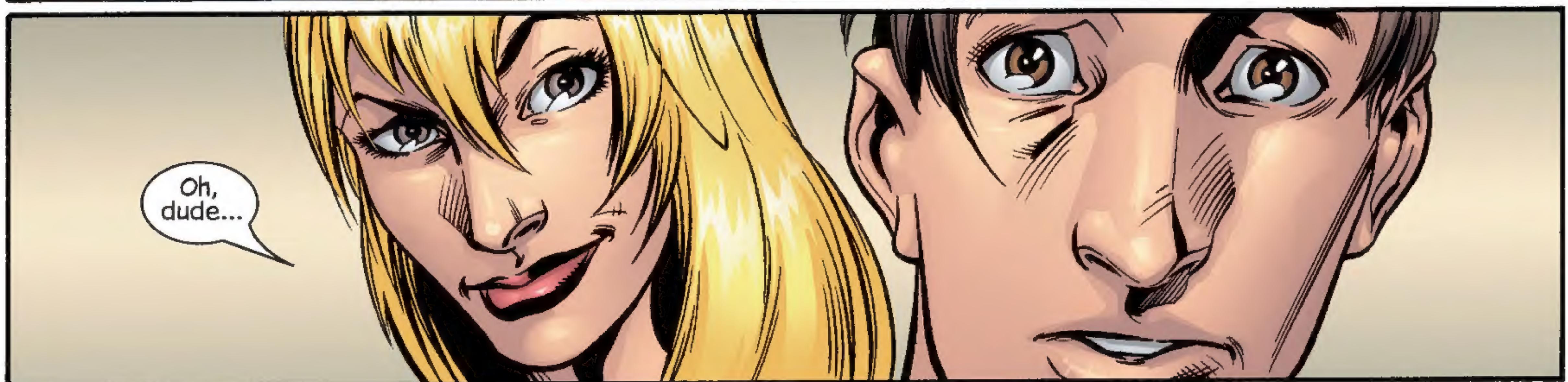
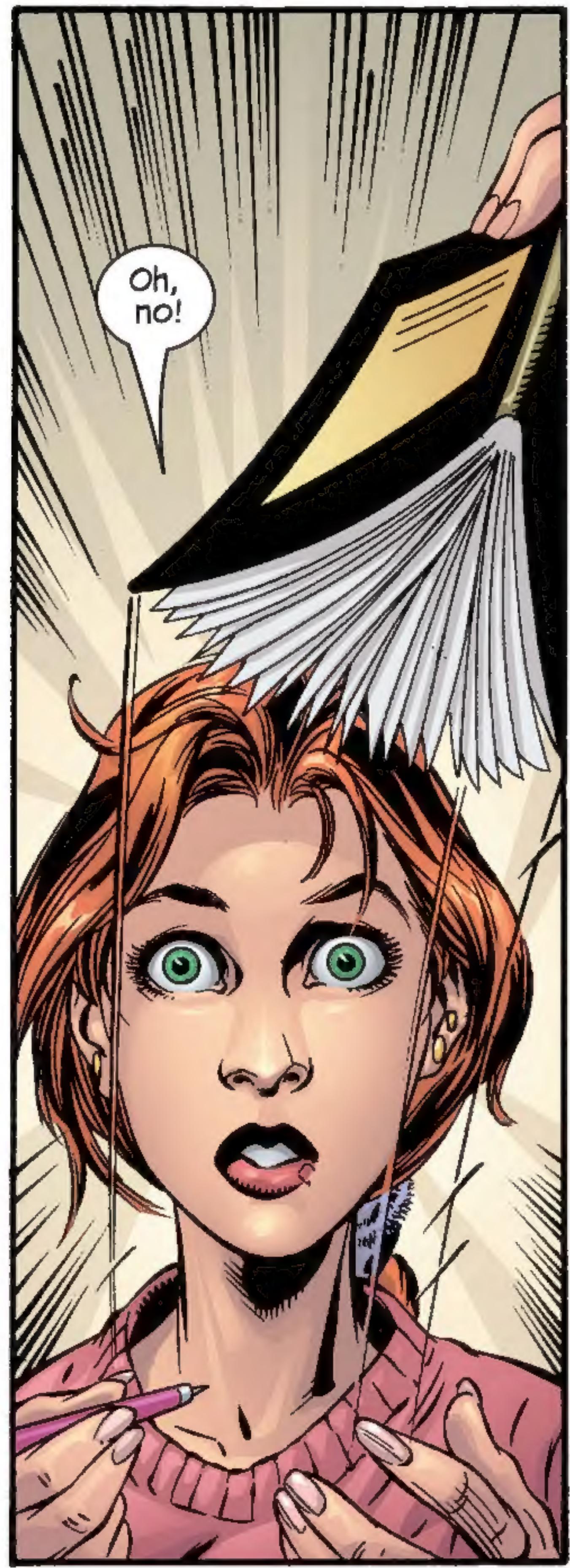
© 2002 DC Comics

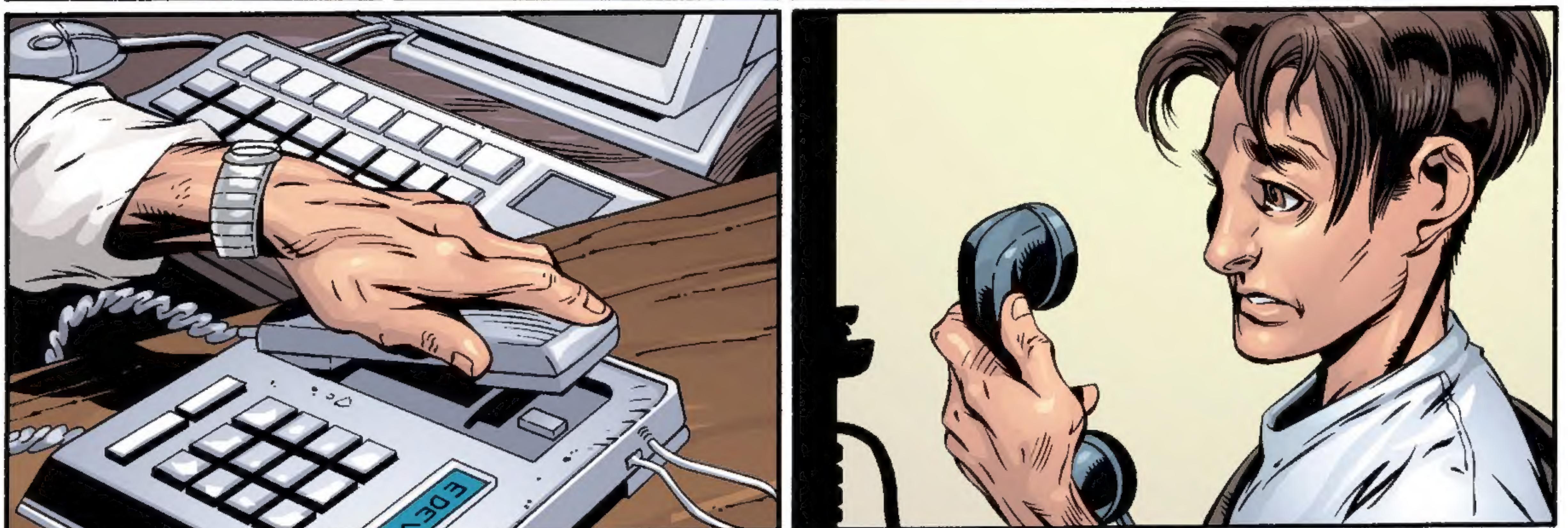
What do you care?

WHAT'S THE MATTER?

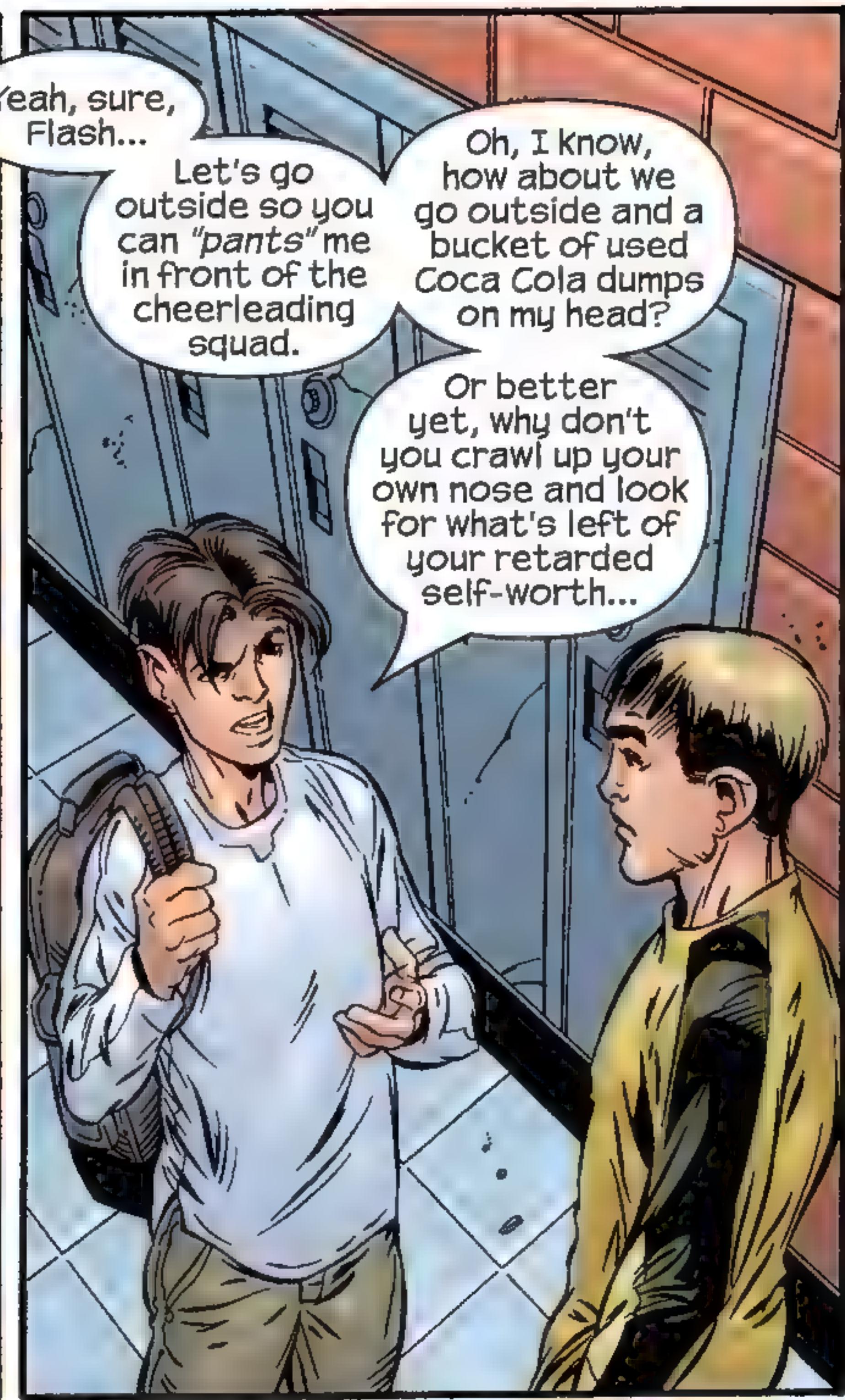
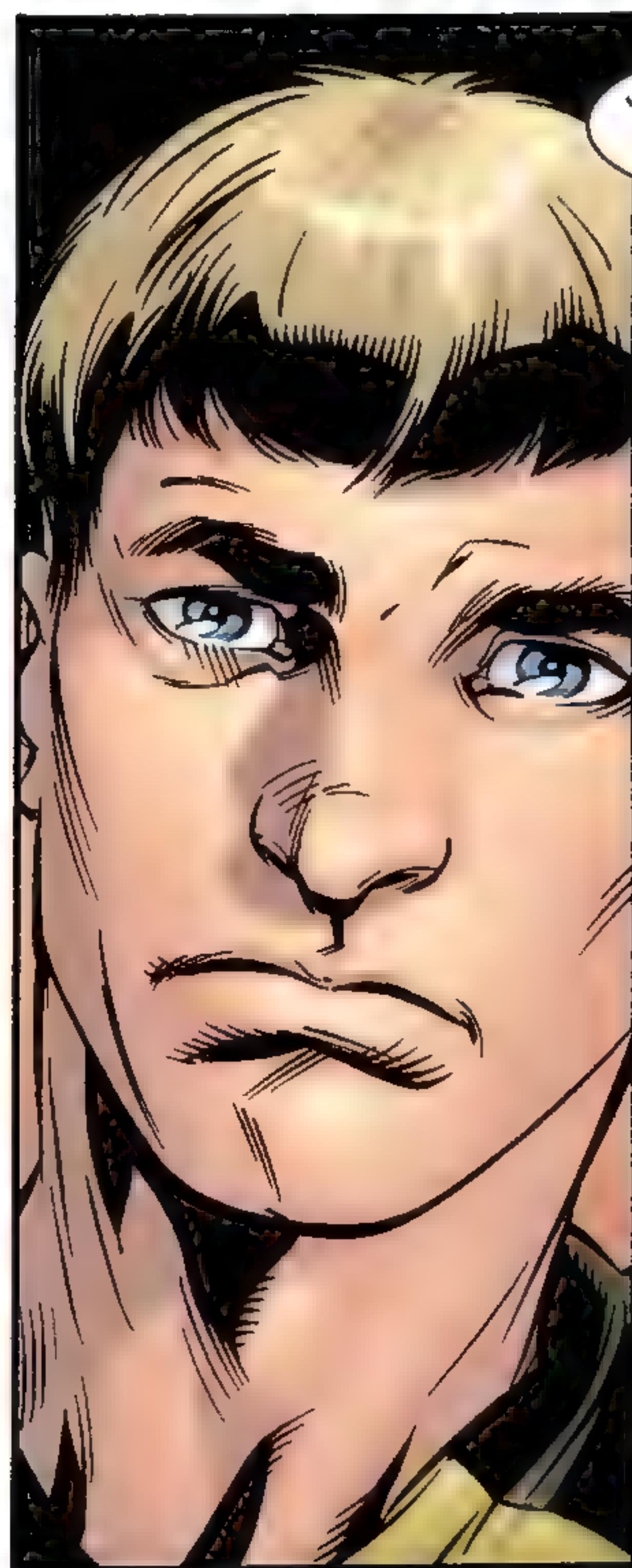
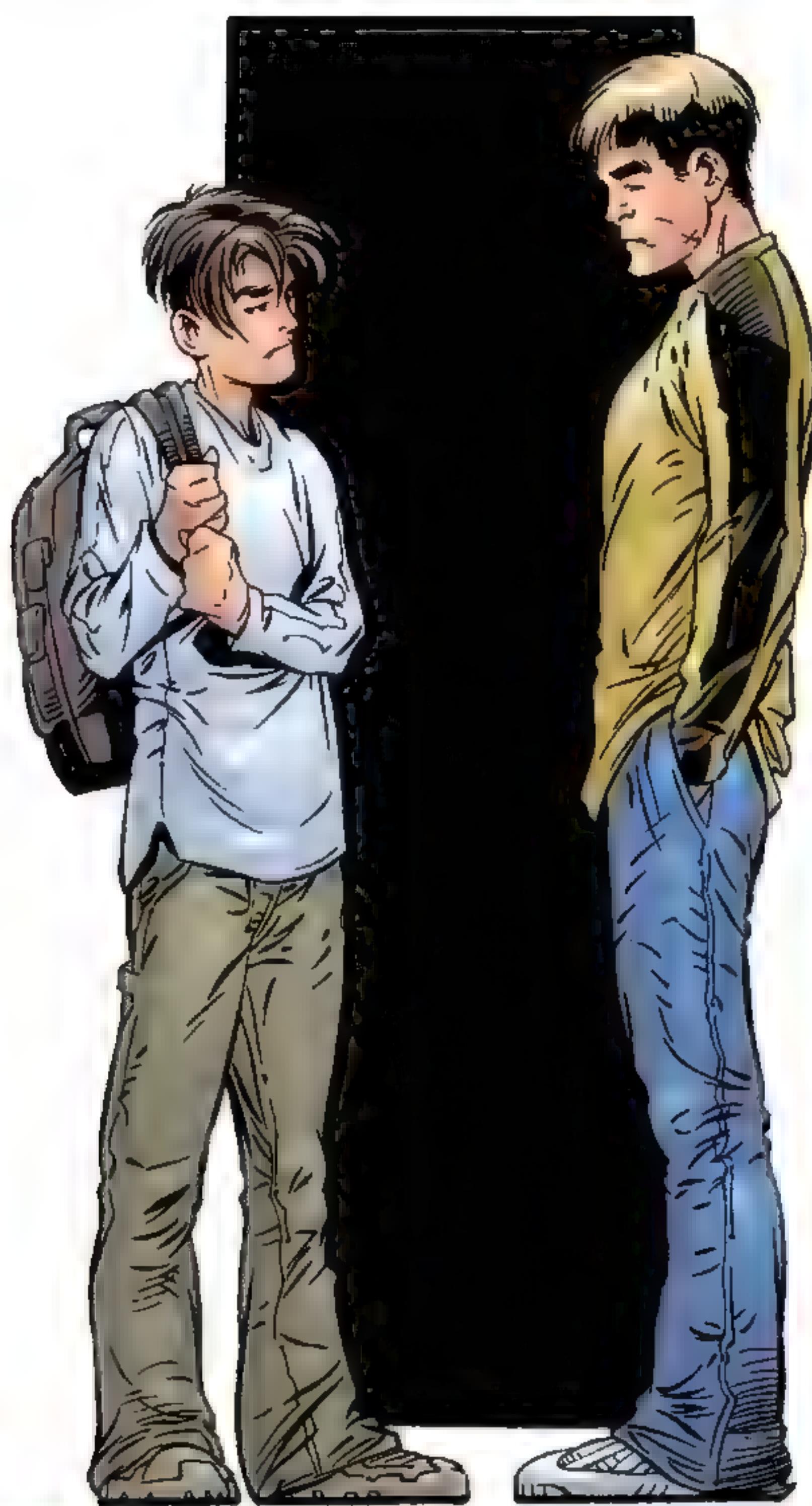
I CARE.



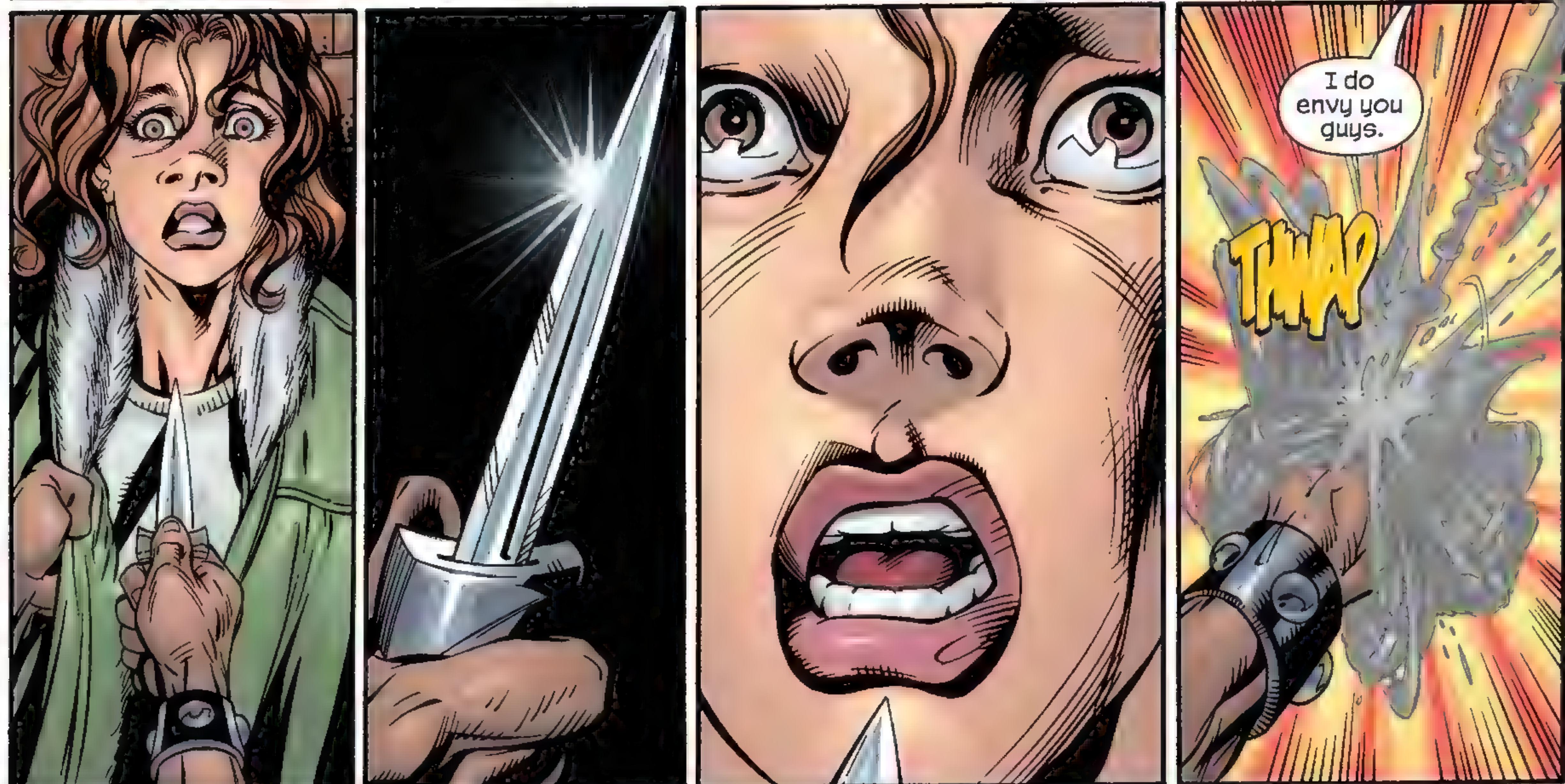


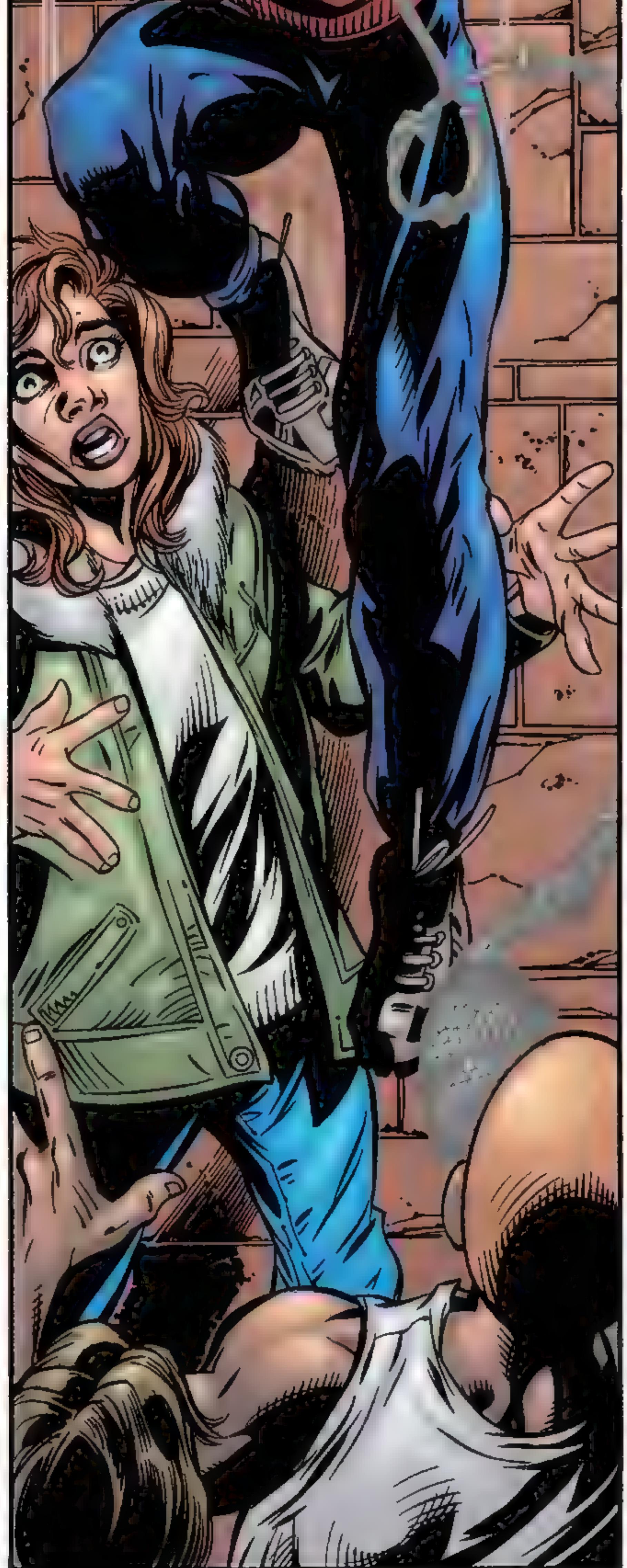
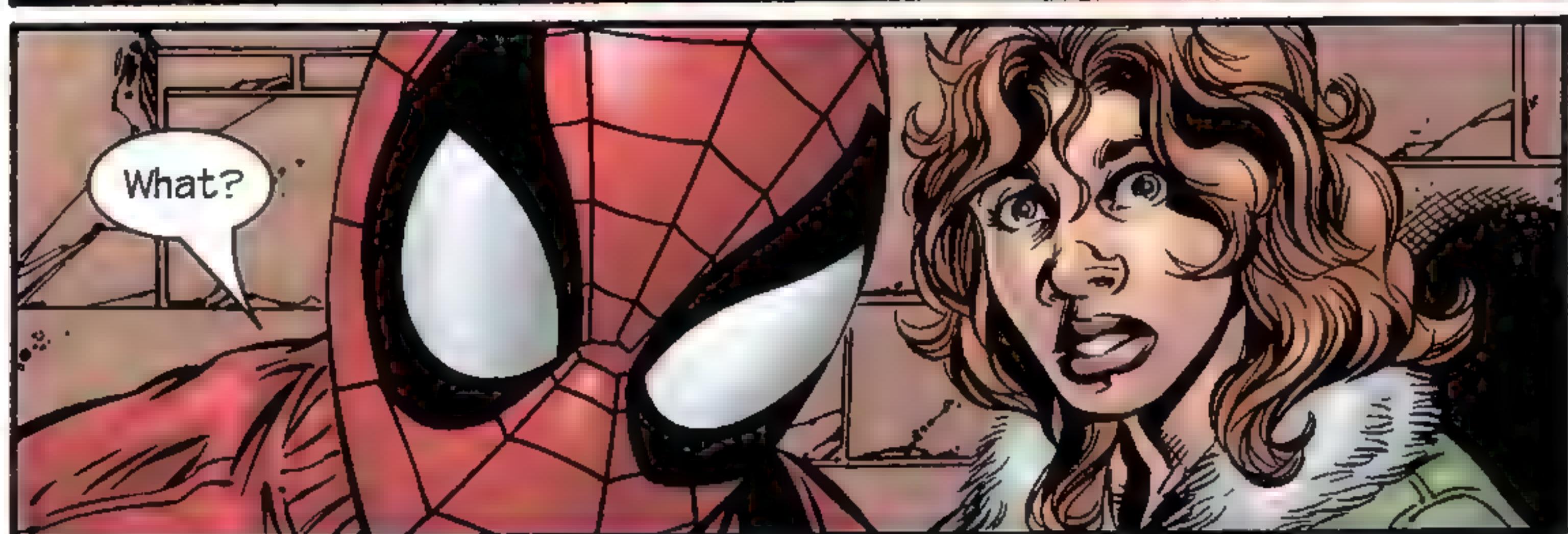


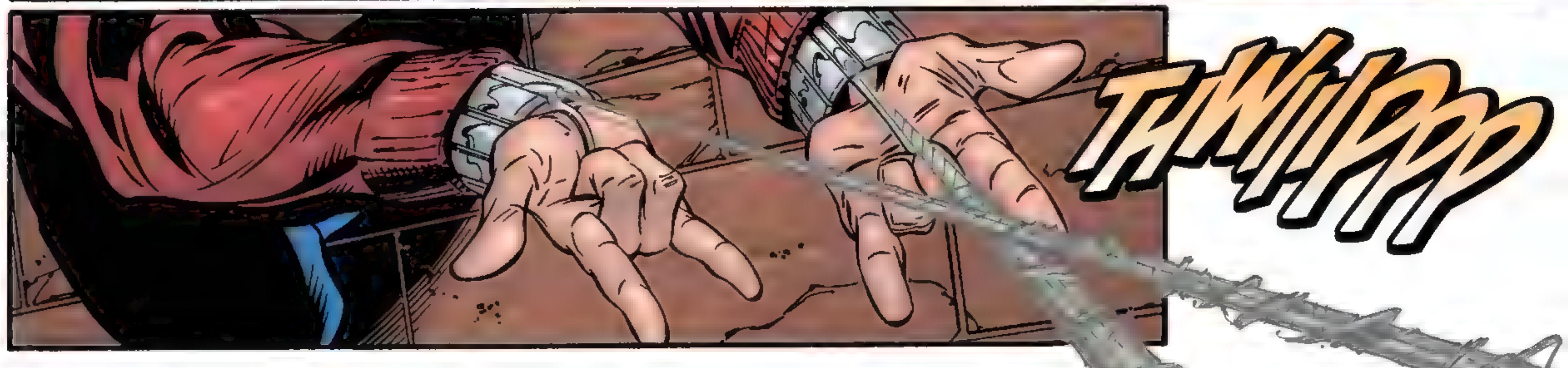


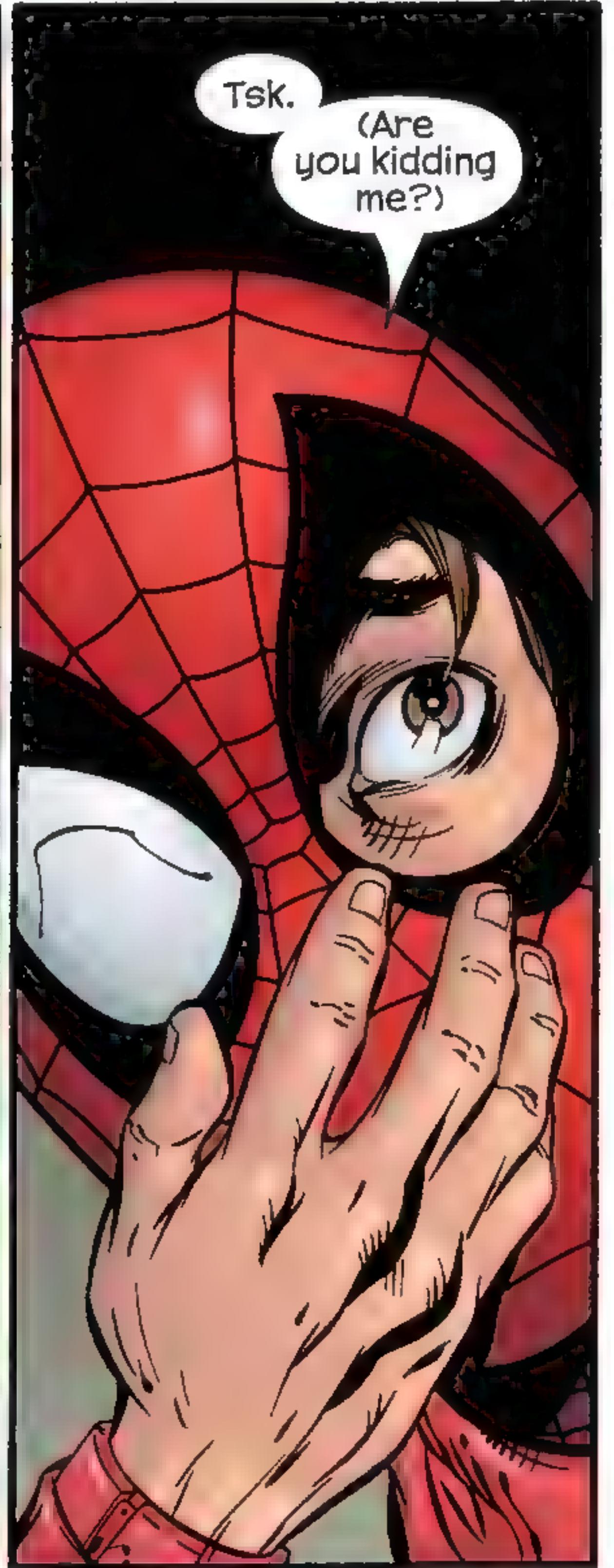
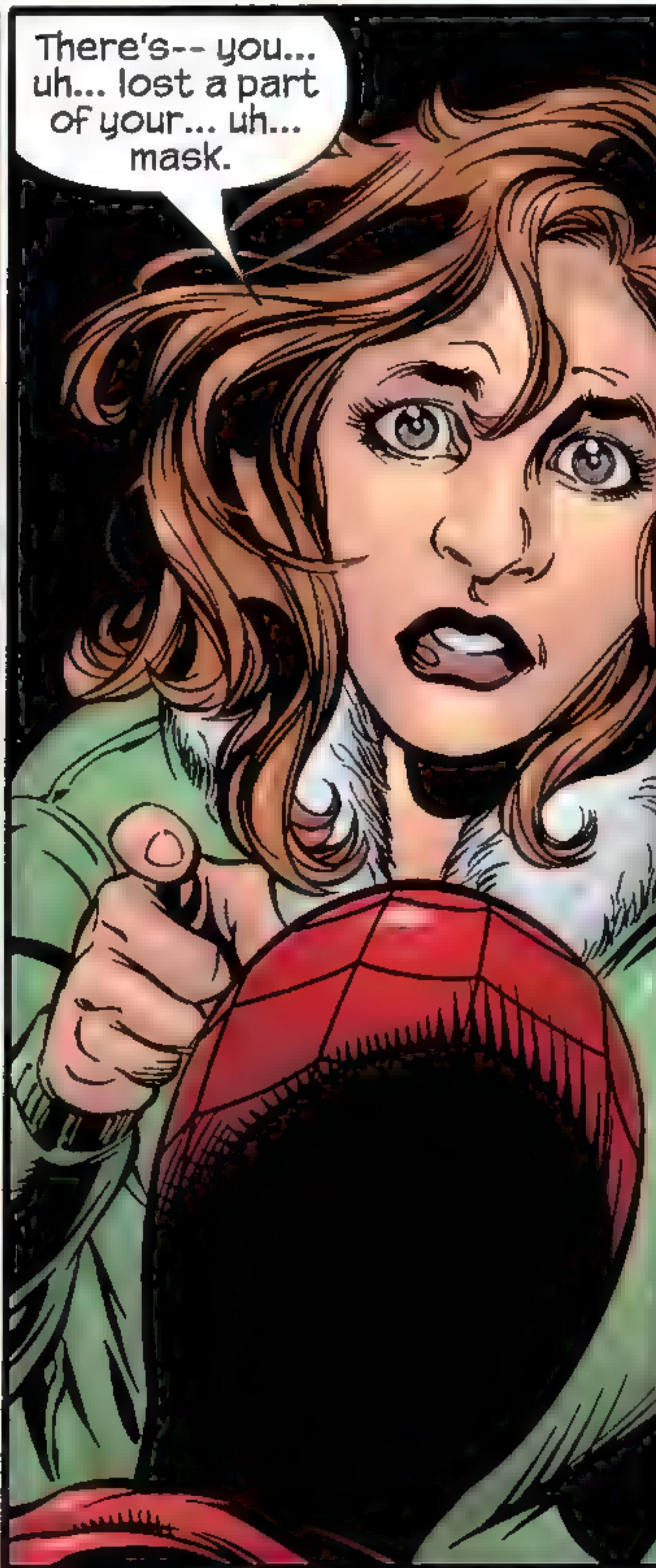
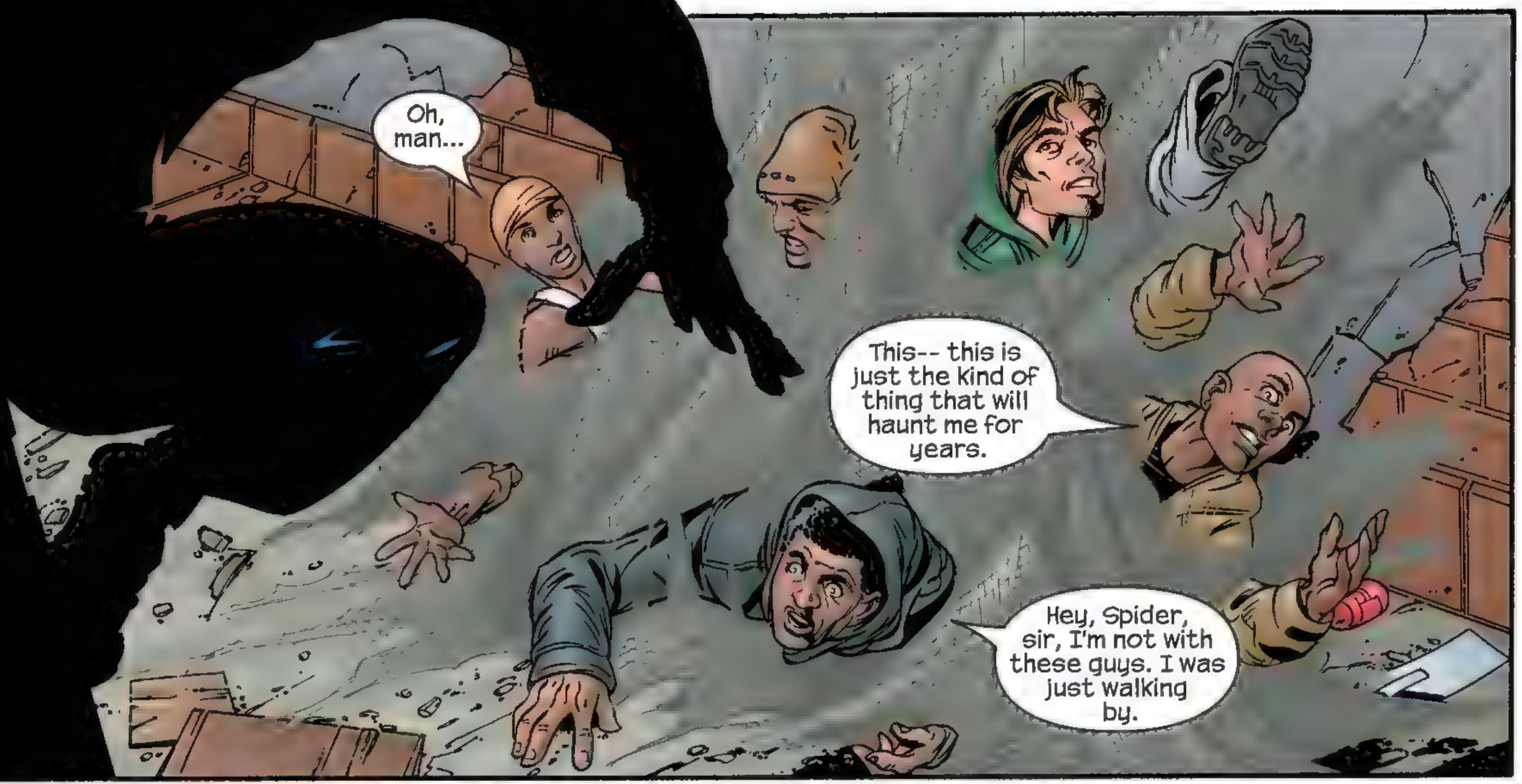












Look at this.
Look at it!!

I am, like, the
smartest person
in Queens... Why
can't I figure out
how to get the lens
to stay in my mask?

Why can't
I do this?!

You know what?
I'm going to
have a big baby
tantrum, and
then I'm going
to--

KNOCKITY
KNOCK

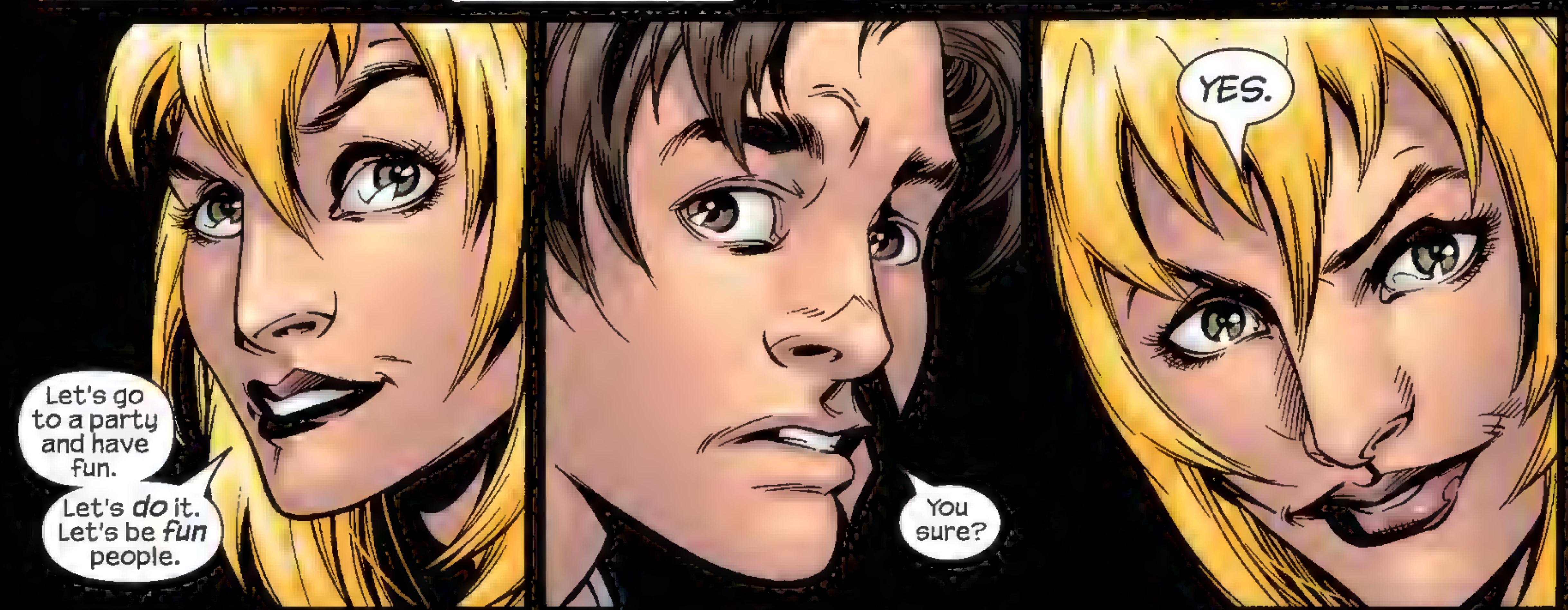
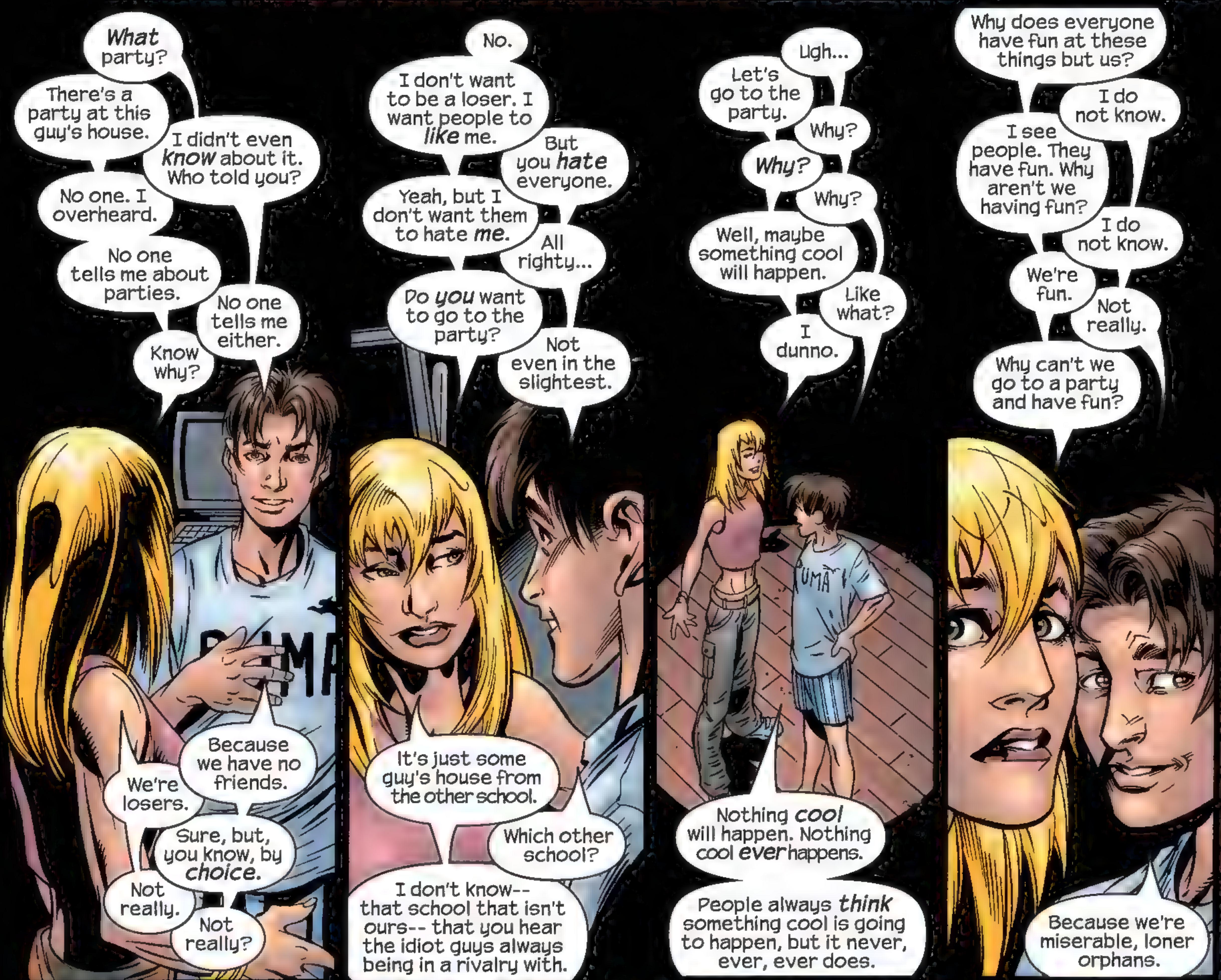
Oh, crap!
Oh, no!

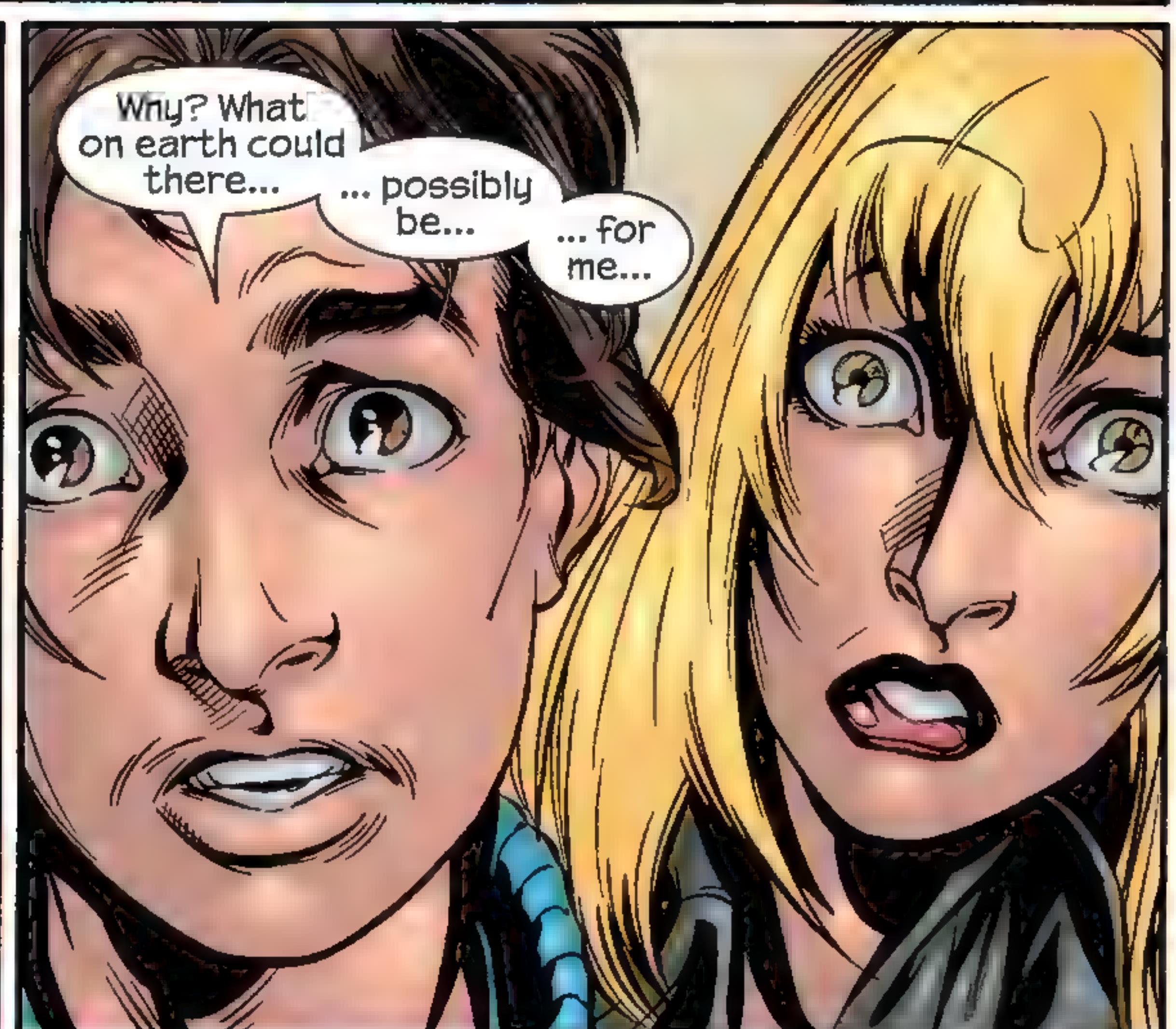
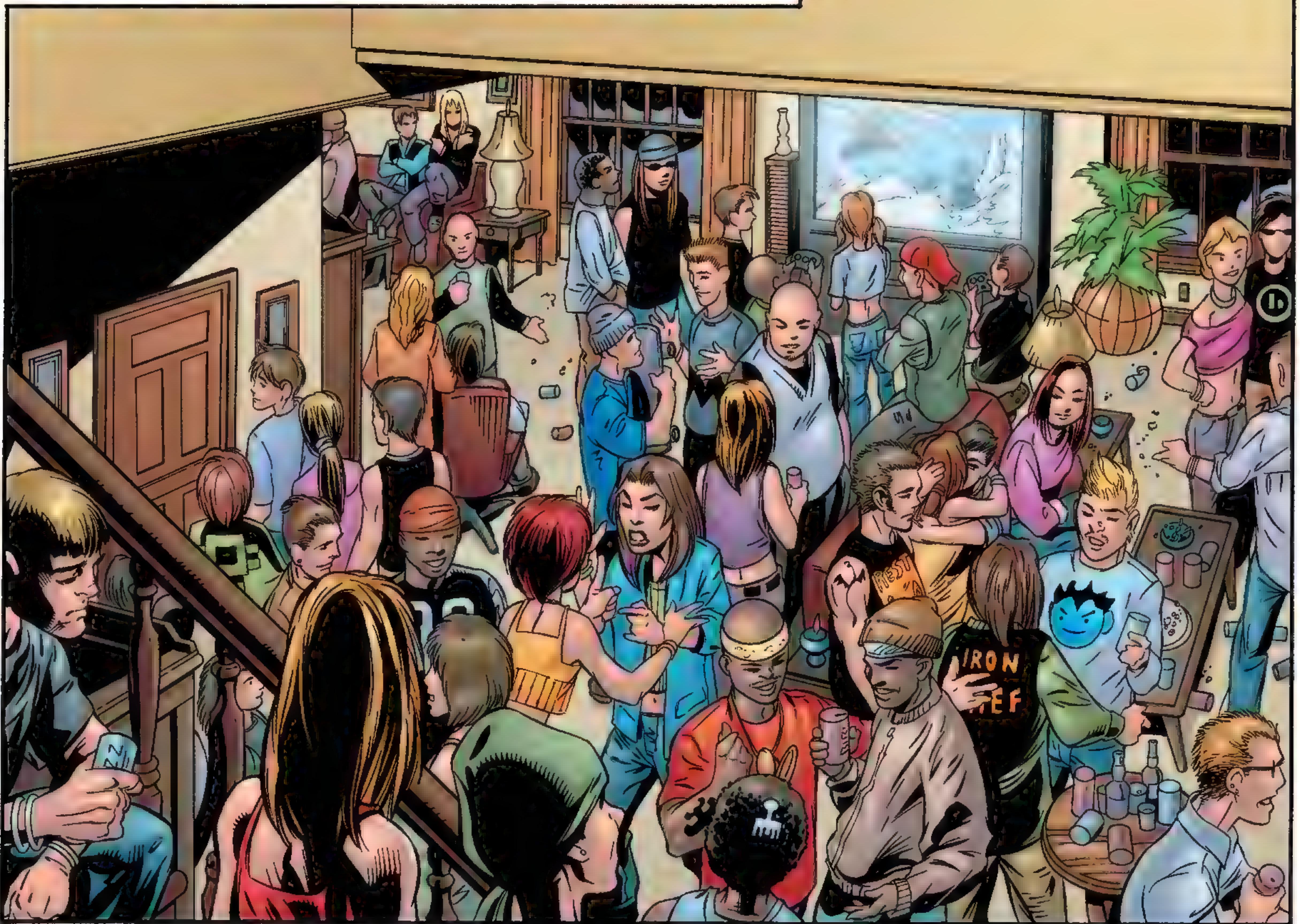
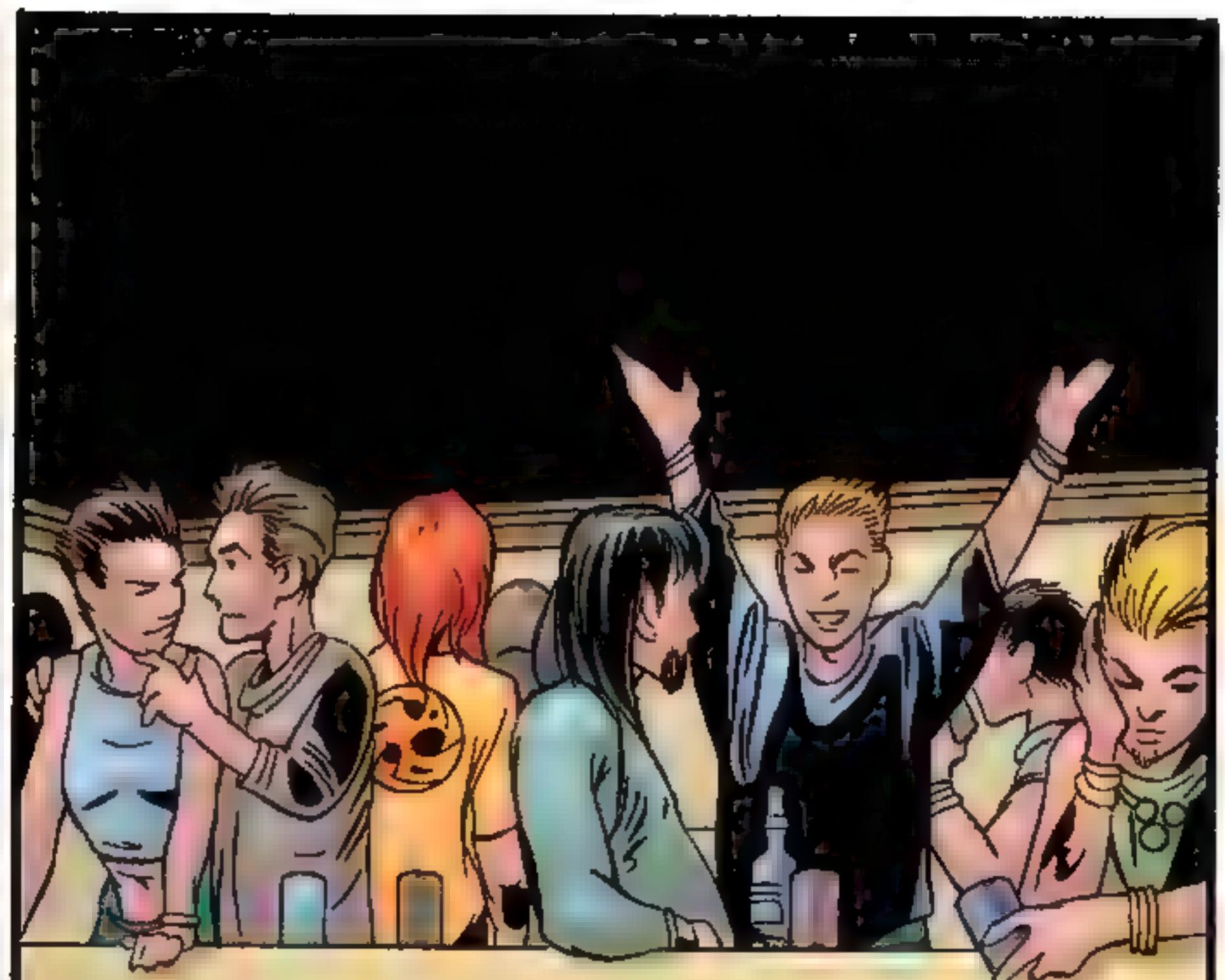
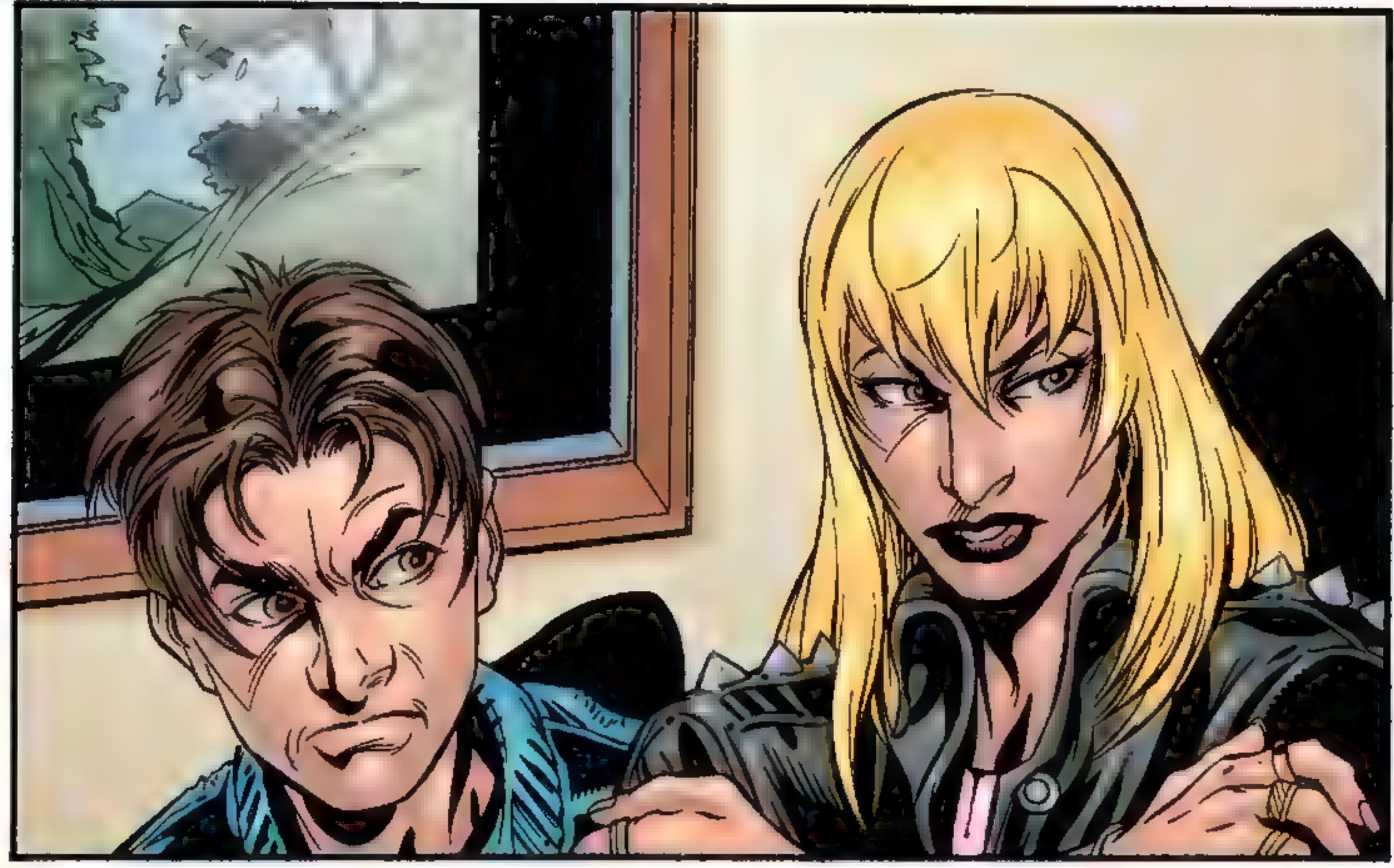
CLACK

THUMP

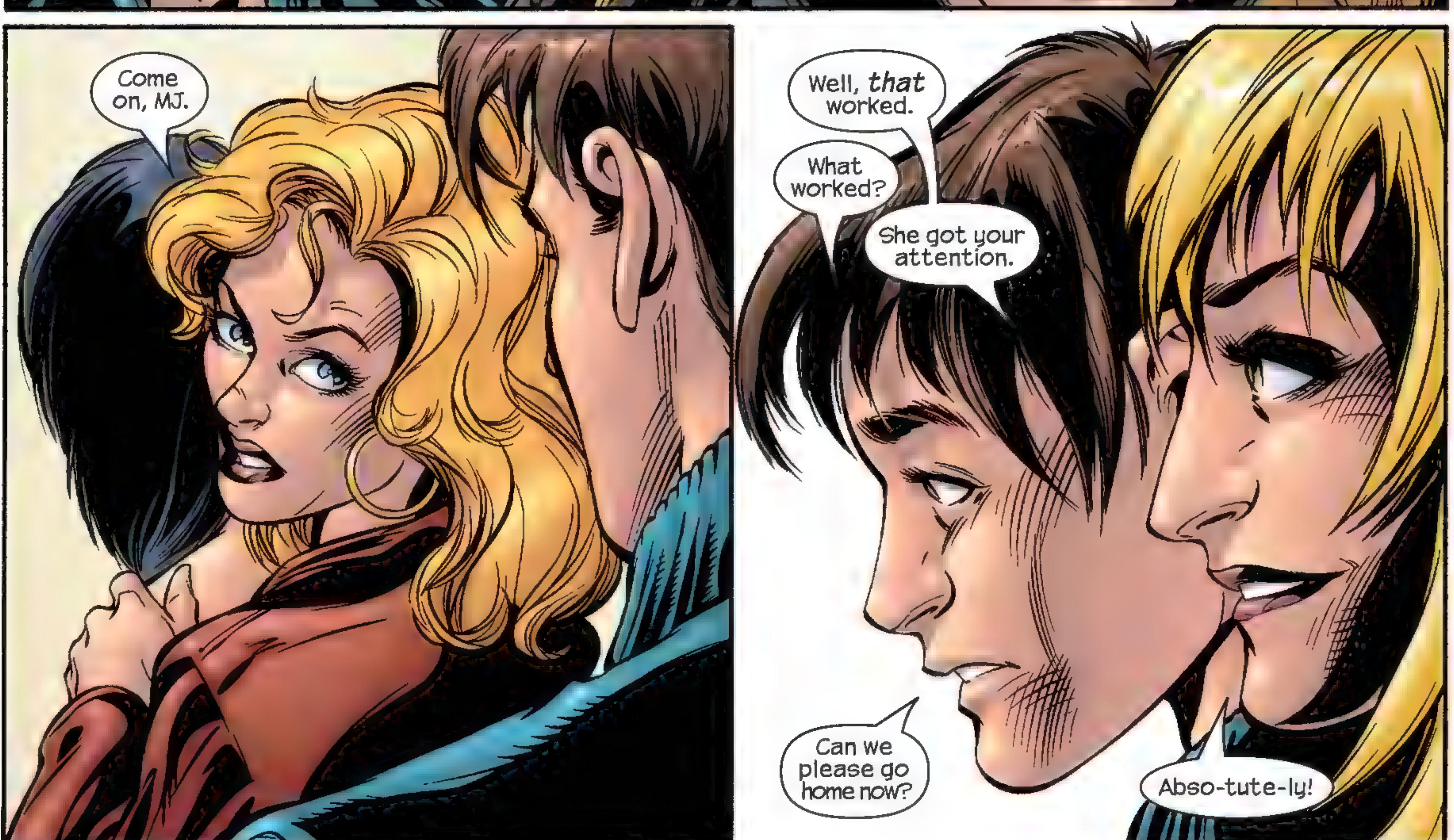
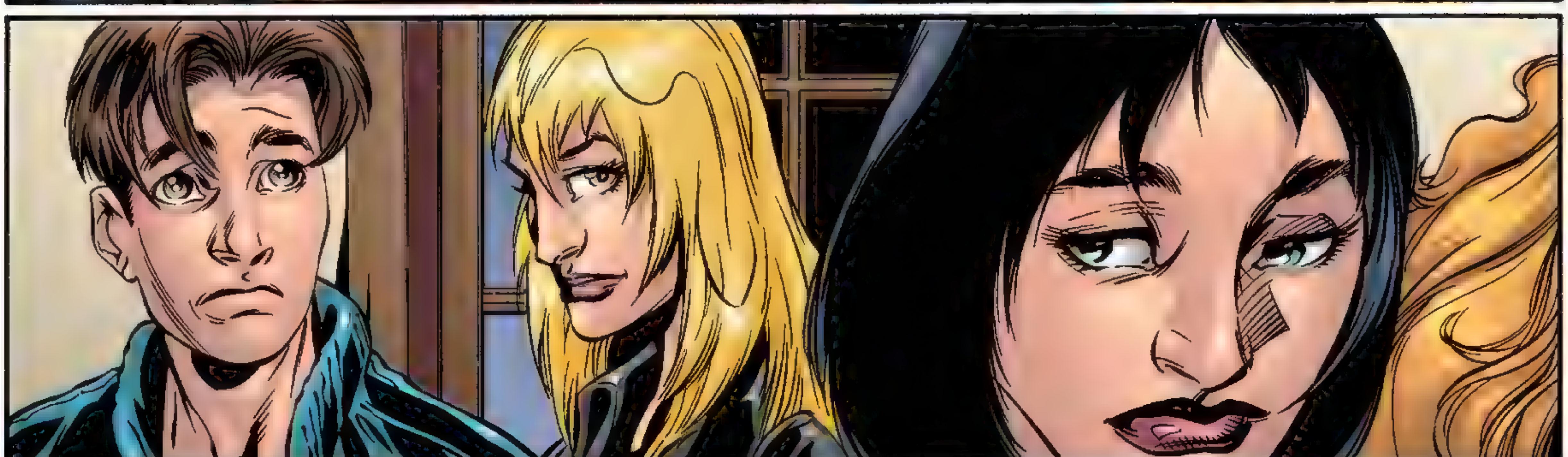
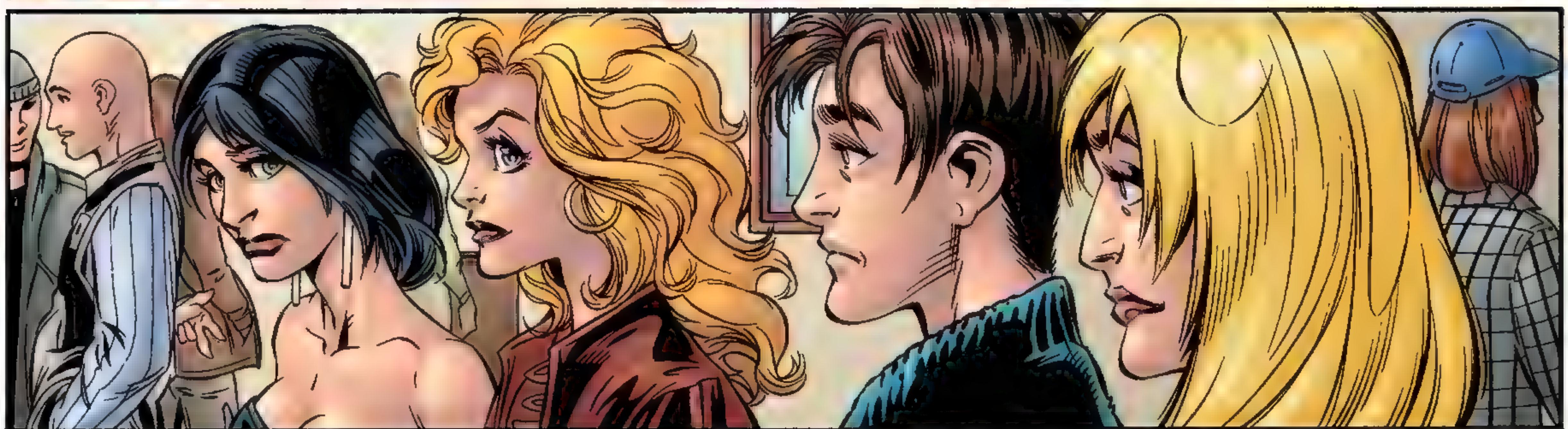
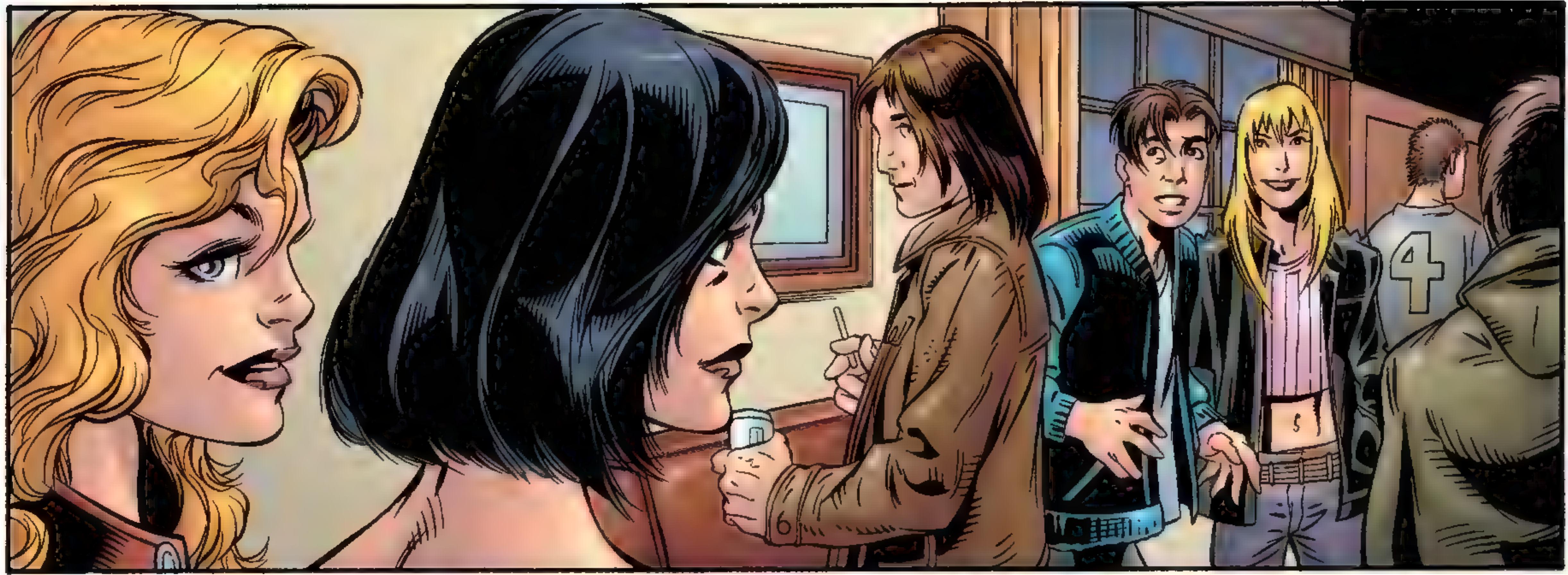
Uh...

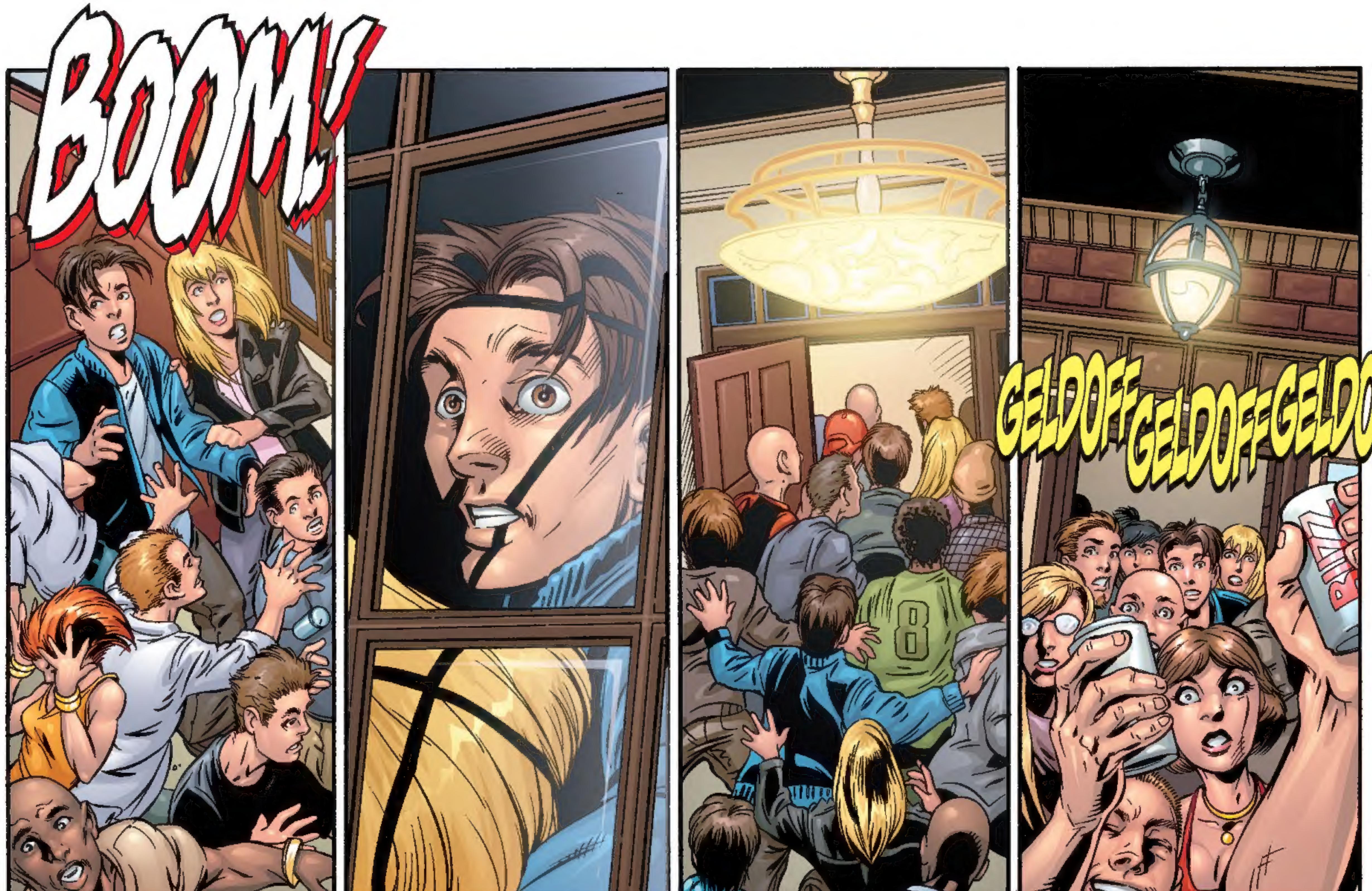
Hey...

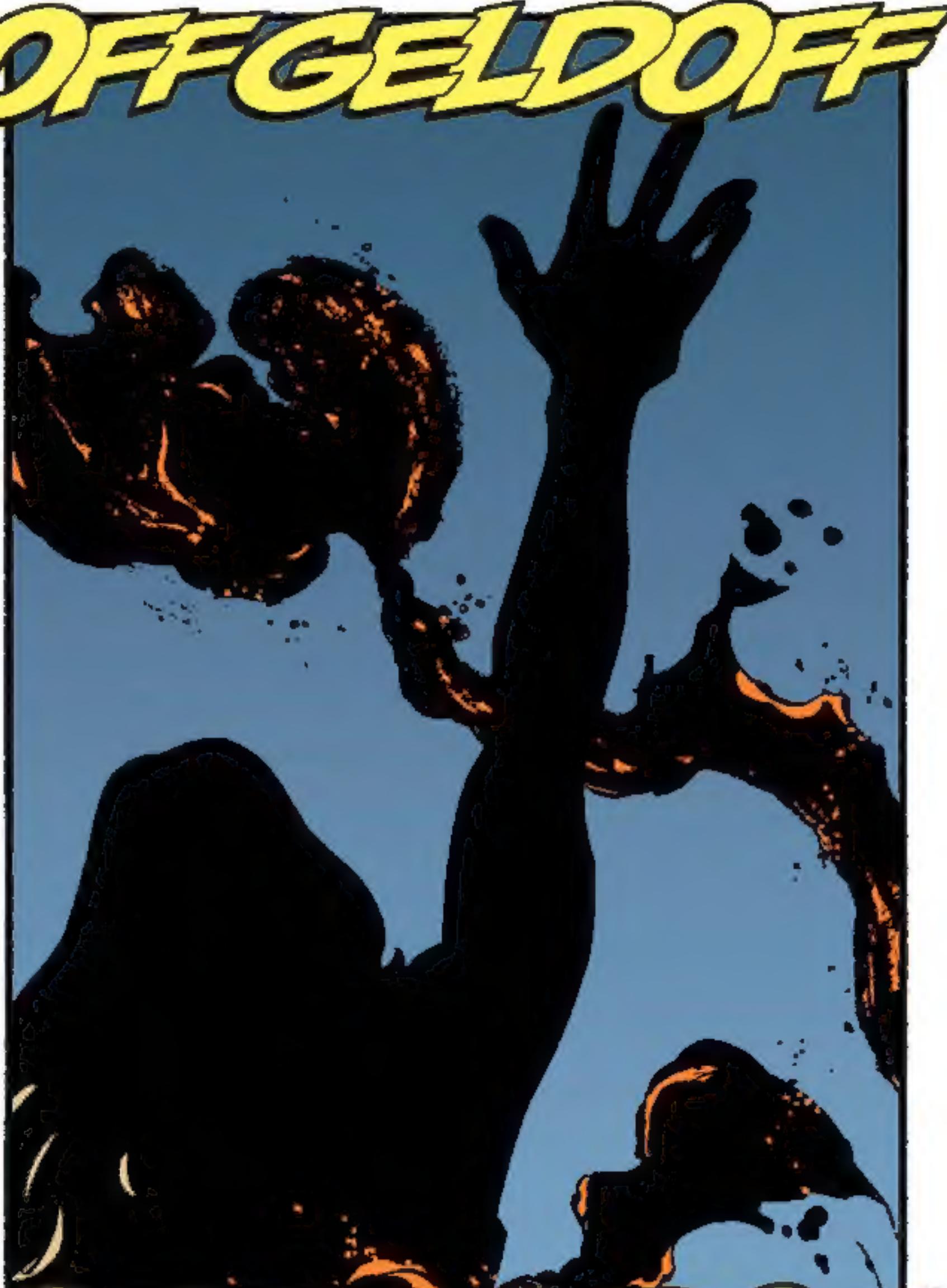










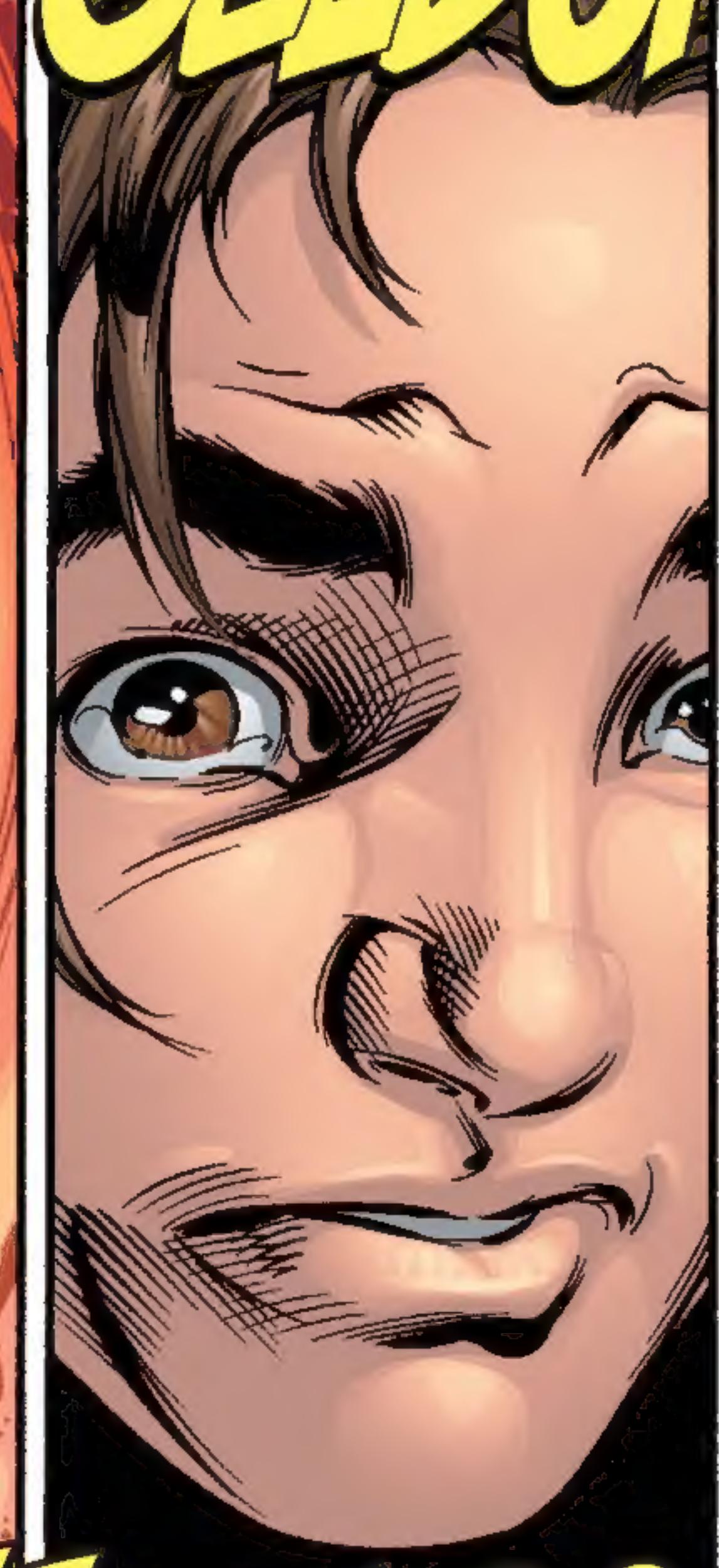


SHA BOOM

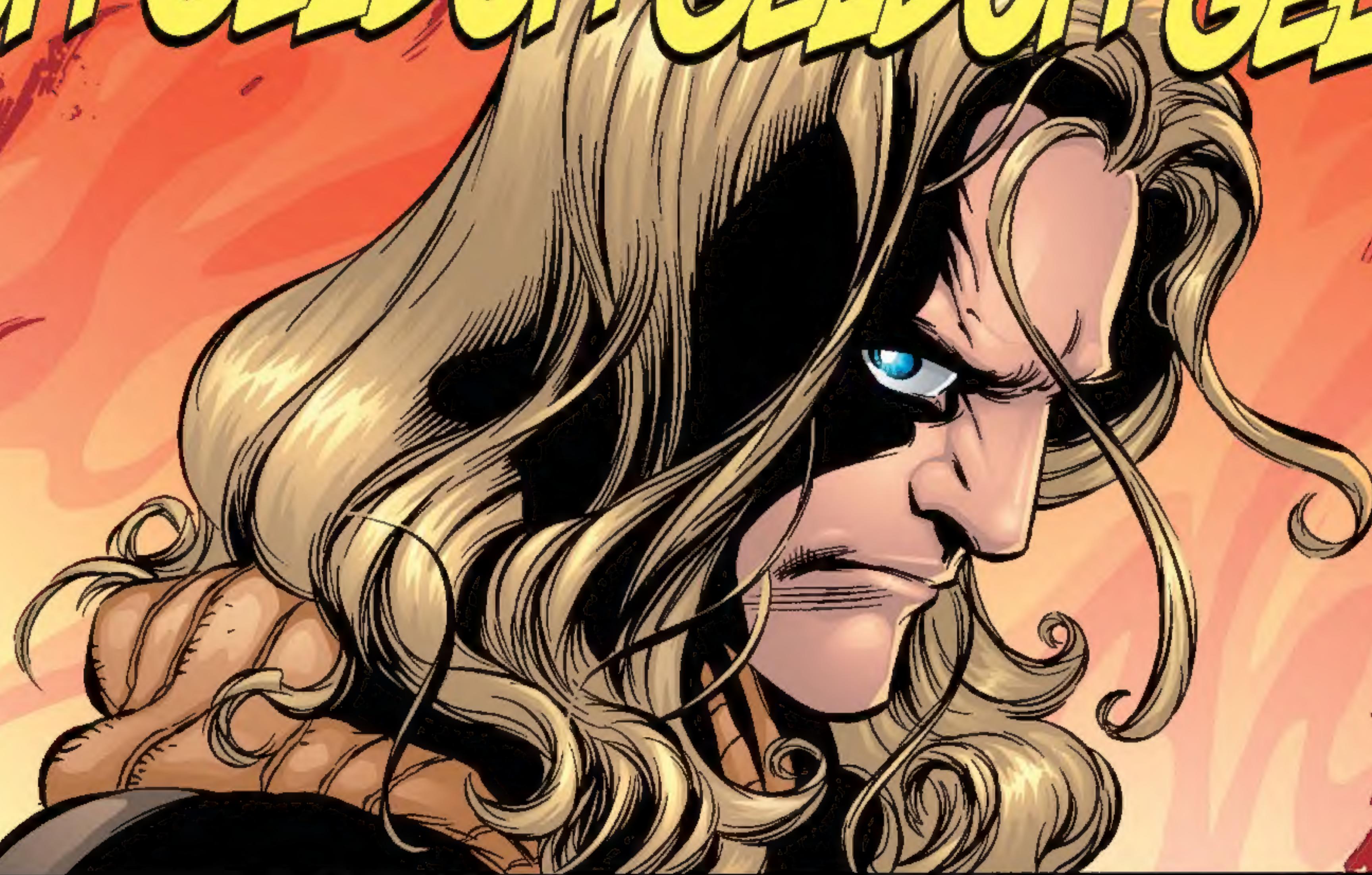
WHA
HO HO!!

WHOOOO!!

GELDOFF GELDOFF GELDOFF GELDOFF



GELDOFF GELDOFF GELDOFF GELDOFF





SOD OF UTTARD